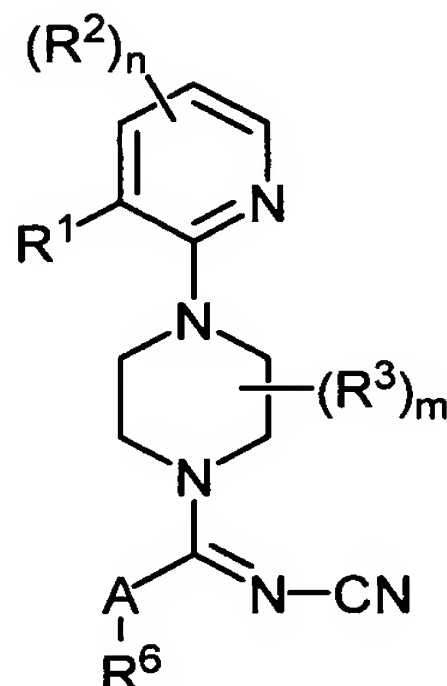


AMENDMENTS TO THE CLAIMS:

This listing of claims will replace all prior versions, and listings, of claims in the application:

Listing of Claims:

1. (currently amended) A compound of formula:



(I)

or a pharmaceutically acceptable salt thereof, wherein

A is $-NR^4-$, $-O-$, or $-S-$;

R^1 is -halo, $-CH_3$, $-NO_2$, $-CN$, $-OH$, $-OCH_3$, $-NH_2$, $-C(halo)_3$, $-CH(halo)_2$, or $-CH_2(halo)$;

each R^2 is independently:

(a) -halo, $-CN$, $-OH$, $-NO_2$, or $-NH_2$;

(b) $-(C_1-C_{10})$ alkyl, $-(C_2-C_{10})$ alkenyl, $-(C_2-C_{10})$ alkynyl, $-(C_3-C_{10})$ cycloalkyl, $-(C_8-C_{14})$ bicycloalkyl, $-(C_8-C_{14})$ tricycloalkyl, $-(C_5-C_{10})$ cycloalkenyl, $-(C_8-C_{14})$ bicycloalkenyl, $-(C_8-C_{14})$ tricycloalkenyl, $-(C_3-C_7)$ heterocycle, or $-(C_7-C_{10})$ bicycloheterocycle, each of which is unsubstituted or substituted with one or more R^5 groups; or

(c) -phenyl, -naphthyl, $-(C_{14})$ aryl, or $-(C_5-C_{10})$ heteroaryl, each of which is unsubstituted or substituted with one or more R^7 groups;

each R^3 is independently:

(a) -halo, $-CN$, $-OH$, $-NO_2$, or $-NH_2$; or

(b) $-(C_1-C_{10})$ alkyl, $-(C_2-C_{10})$ alkenyl, $-(C_2-C_{10})$ alkynyl, $-(C_3-C_{10})$ cycloalkyl, $-(C_8-C_{14})$ bicycloalkyl, $-(C_8-C_{14})$ tricycloalkyl, $-(C_5-$

C₁₀)cycloalkenyl, -(C₈-C₁₄)bicycloalkenyl, -(C₈-C₁₄)tricycloalkenyl, -(C₃-C₇)heterocycle, or -(C₇-C₁₀)bicycloheterocycle, each of which is unsubstituted or substituted with one or more R⁵ groups; or

(c) -phenyl, -naphthyl, -(C₁₄)aryl or -(C₅-C₁₀)heteroaryl, each of which is unsubstituted or substituted with one or more R⁷ groups;

R⁴ is -(C₁-C₆)alkyl, or -O-(C₁-C₆)alkyl;

each R⁵ is independently -CN, -OH, -(C₁-C₆)alkyl, -(C₂-C₆)alkenyl, ~~-(C₂-C₆)alkenyl~~, -halo, -N₃, -NO₂, -N(R⁸)₂, -CH=NR⁸, -NR⁸OH, -OR⁸, -COR⁸, -C(O)OR⁸, -OC(O)R⁸, -OC(O)OR⁸, -SR⁸, -S(O)R⁸, or -S(O)₂R⁸;

R⁶ is -phenyl, -naphthyl, -(C₃-C₈)cycloalkyl, -(C₁₄)aryl, or -(C₅-C₁₀)heteroaryl, each of which is unsubstituted or substituted with one or more R⁷ groups;

each R⁷ is independently -(C₁-C₆)alkyl, -(C₂-C₆)alkenyl, -(C₂-C₆)alkynyl, -(C₃-C₈)cycloalkyl, -(C₅-C₈)cycloalkenyl, -phenyl, -(C₃-C₅)heterocycle, -C(halo)₃, -CH(halo)₂, -CH₂(halo), -CN, -OH, -halo, -N₃, -NO₂, -N(R⁸)₂, -CH=NR⁸, -NR⁸OH, -OR⁸, -COR⁸, -C(O)OR⁸, -OC(O)R⁸, -OC(O)OR⁸, -SR⁸, -S(O)R⁸, or -S(O)₂R⁸;

each R⁸ is independently -H, -(C₁-C₆)alkyl, -(C₂-C₆)alkenyl, -(C₂-C₆)alkynyl, -(C₃-C₈)cycloalkyl, -(C₅-C₈)cycloalkenyl, -phenyl, -(C₃-C₅)heterocycle, -C(halo)₃, -CH₂(halo), or -CH(halo)₂;

each halo is independently -F, -Cl, -Br or -I;

n is an integer ranging from 0 to 3; and

m is an integer ranging from 0 to 2.

2. (original) The compound of claim 1, wherein A is -NR⁴-.

3. (original) The compound of claim 2, wherein:

n is 0;

m is 0; and

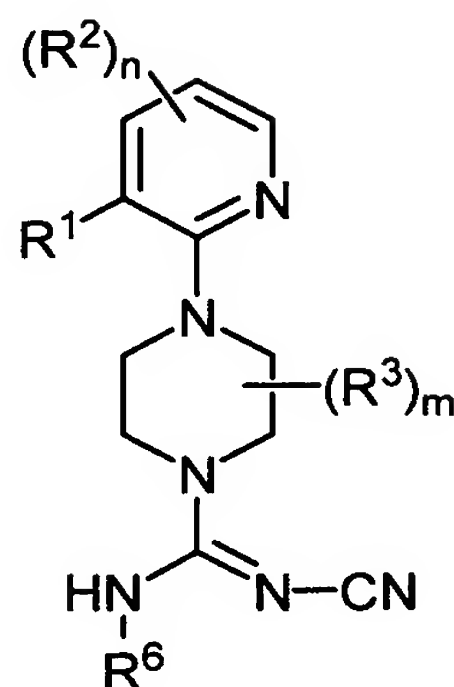
R⁶ is phenyl.

4. (original) The compound of claim 3, wherein the R⁶ phenyl is unsubstituted.

5. (original) The compound of claim 3, wherein the R⁶ phenyl is substituted at the 4-position.

6. (original) The compound of claim 5, wherein the R⁶ phenyl is substituted with a -(C₁-C₆)alkyl.
7. (original) The compound of claim 6, wherein the -(C₁-C₆)alkyl is a *tert*-butyl group.
8. (original) The compound of claim 6, wherein the -(C₁-C₆)alkyl is an *iso*-propyl group.
9. (original) The compound of claim 5, wherein the R⁶ phenyl is substituted with a -CF₃ group.
10. (original) The compound of claim 3, wherein R¹ is chloro or methyl.
11. (original) The compound of claim 10, wherein the R⁶ phenyl is unsubstituted.
12. (original) The compound of claim 10, wherein the R⁶ phenyl is substituted at the 4-position.
13. (original) The compound of claim 12, wherein the R⁶ phenyl is substituted with a -(C₁-C₆)alkyl.
14. (original) The compound of claim 13, wherein the -(C₁-C₆)alkyl is a *tert*-butyl group.
15. (original) The compound of claim 13, wherein the -(C₁-C₆)alkyl is an *iso*-propyl group.
16. (original) The compound of claim 12, wherein the R⁶ phenyl is substituted with a -CF₃ group.
17. (original) The compound of claim 1, wherein A is -O-.
18. (original) The compound of claim 1, wherein A is -S-.

19. (currently amended) A compound of formula:



(Ia)

or a pharmaceutically acceptable salts salt thereof, wherein:

R¹ is -halo, -CH₃, -NO₂, -CN, -OH, -OCH₃, -NH₂, -C(halo)₃, -CH(halo)₂, or -CH₂(halo);

each R² is independently:

(a) -halo, -CN, -OH, -NO₂, or -NH₂;

(b) -(C₁-C₁₀)alkyl, -(C₂-C₁₀)alkenyl, -(C₂-C₁₀)alkynyl, -(C₃-C₁₀)cycloalkyl, -(C₈-C₁₄)bicycloalkyl, -(C₈-C₁₄)tricycloalkyl, -(C₅-C₁₀)cycloalkenyl, -(C₈-C₁₄)bicycloalkenyl, -(C₈-C₁₄)tricycloalkenyl, -(C₃-C₇)heterocycle, or -(C₇-C₁₀)bicycloheterocycle, each of which is unsubstituted or substituted with one or more R⁵ groups; or

(c) -phenyl, -naphthyl, -(C₁₄)aryl, or -(C₅-C₁₀)heteroaryl, each of which is unsubstituted or substituted with one or more R⁷ groups;

each R³ is independently:

(a) -halo, -CN, -OH, -NO₂, or -NH₂; or

(b) -(C₁-C₁₀)alkyl, -(C₂-C₁₀)alkenyl, -(C₂-C₁₀)alkynyl, -(C₃-C₁₀)cycloalkyl, -(C₈-C₁₄)bicycloalkyl, -(C₈-C₁₄)tricycloalkyl, -(C₅-C₁₀)cycloalkenyl, -(C₈-C₁₄)bicycloalkenyl, -(C₈-C₁₄)tricycloalkenyl, -(C₃-C₇)heterocycle, or -(C₇-C₁₀)bicycloheterocycle, each of which is unsubstituted or substituted with one or more R⁵ groups; or

(c) -phenyl, -naphthyl, -(C₁₄)aryl or -(C₅-C₁₀)heteroaryl, each of which is unsubstituted or substituted with one or more R⁷ groups;

each R⁵ is independently -CN, -OH, -(C₁-C₆)alkyl, -(C₂-C₆)alkenyl, ~~-(C₂-C₆)alkynyl~~, -halo, -N₃, -NO₂, -N(R⁸)₂, -CH=NR⁸, -NR⁸OH, -OR⁸, -COR⁸, -C(O)OR⁸, -OC(O)R⁸, -OC(O)OR⁸, -SR⁸, -S(O)R⁸, or -S(O)₂R⁸;

R⁶ is:

(a) [[,]] -naphthyl, -(C₁₄)aryl, or -(C₃-C₈)cycloalkyl each of which is unsubstituted or substituted with one or more R⁷ groups; or

(b) pyridyl, furyl, benzofuranyl, thiophenyl, benzothiophenyl, quinolinyl, indolyl, oxazolyl, benzoxazolyl, imidazolyl, benzimidazolyl, thiazolyl, benzothiazolyl, isoxazolyl, pyrazolyl, isothiazolyl, pyridazinyl, pyrimidinyl, pyrazinyl, thiadiazolyl, triazinyl, cinnolinyl, phthalazinyl, or quinazolinyl, each of which is substituted with one or more R⁷ groups;

each R⁷ is independently -(C₁-C₆)alkyl, -(C₂-C₆)alkenyl, -(C₂-C₆)alkynyl, -(C₃-C₈)cycloalkyl, -(C₅-C₈)cycloalkenyl, -phenyl, -(C₃-C₅)heterocycle, -C(halo)₃, -CH(halo)₂, -CH₂(halo), -CN, -OH, -halo, -N₃, -NO₂, -N(R⁸)₂, -CH=NR⁸, -NR⁸OH, -OR⁸, -COR⁸, -C(O)OR⁸, -OC(O)R⁸, -OC(O)OR⁸, -SR⁸, -S(O)R⁸, or -S(O)₂R⁸;

each R⁸ is independently -H, -(C₁-C₆)alkyl, -(C₂-C₆)alkenyl, -(C₂-C₆)alkynyl, -(C₃-C₈)cycloalkyl, -(C₅-C₈)cycloalkenyl, -phenyl, -(C₃-C₅)heterocycle, -C(halo)₃, -CH₂(halo), or -CH(halo)₂;

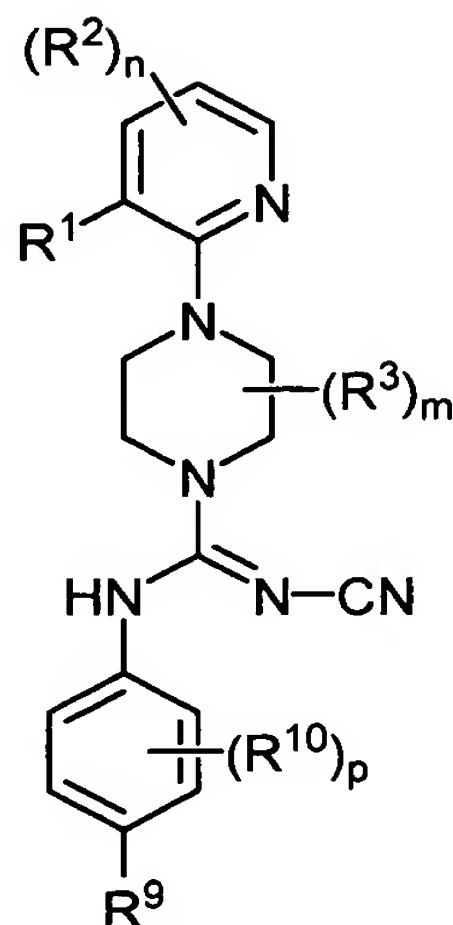
each halo is independently -F, -Cl, -Br or -I;

n is an integer ranging from 0 to 3; and

m is an integer ranging from 0 to 2.

20. (original) The compound of claim 19, wherein R⁶ is pyridyl, pyrazinyl, pyrimidinyl, pyridazinyl, or thiadiazolyl.

21. (currently amended) A compound of formula:



(Ib)

or a pharmaceutically acceptable salts salt thereof, wherein:

R^1 is -halo, -CH₃, -NO₂, -CN, -OH, -OCH₃, -NH₂, -C(halo)₃, -CH(halo)₂, or -CH₂(halo);

each R^2 is independently:

(a) -halo, -CN, -OH, -NO₂, or -NH₂;

(b) -(C₁-C₁₀)alkyl, -(C₂-C₁₀)alkenyl, -(C₂-C₁₀)alkynyl, -(C₃-C₁₀)cycloalkyl, -(C₈-C₁₄)bicycloalkyl, -(C₈-C₁₄)tricycloalkyl, -(C₅-C₁₀)cycloalkenyl, -(C₈-C₁₄)bicycloalkenyl, -(C₈-C₁₄)tricycloalkenyl, -(C₃-C₇)heterocycle, or -(C₇-C₁₀)bicycloheterocycle, each of which is unsubstituted or substituted with one or more R^5 groups; or

(c) -phenyl, -naphthyl, -(C₁₄)aryl, or -(C₅-C₁₀)heteroaryl, each of which is unsubstituted or substituted with one or more R^7 groups;

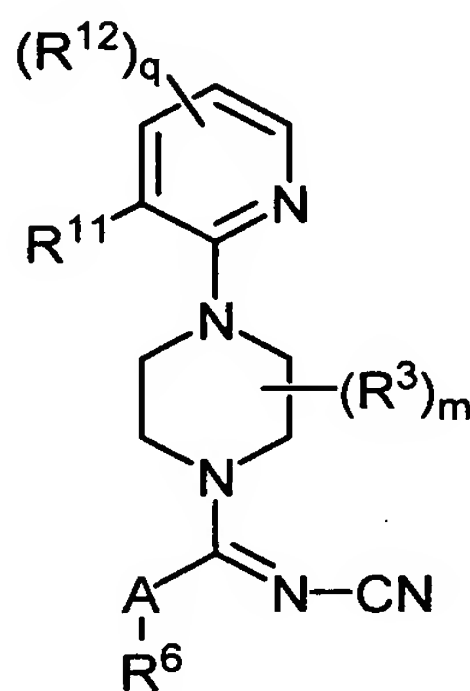
each R^3 is independently:

(a) -halo, -CN, -OH, -NO₂, or -NH₂; or

(b) -(C₁-C₁₀)alkyl, -(C₂-C₁₀)alkenyl, -(C₂-C₁₀)alkynyl, -(C₃-C₁₀)cycloalkyl, -(C₈-C₁₄)bicycloalkyl, -(C₈-C₁₄)tricycloalkyl, -(C₅-C₁₀)cycloalkenyl, -(C₈-C₁₄)bicycloalkenyl, -(C₈-C₁₄)tricycloalkenyl, -(C₃-C₇)heterocycle, or -(C₇-C₁₀)bicycloheterocycle, each of which is unsubstituted or substituted with one or more R^5 groups; or

(c) -phenyl, -naphthyl, -(C₁₄)aryl or -(C₅-C₁₀)heteroaryl, each of which is unsubstituted or substituted with one or more R⁷ groups;
each R⁵ is independently -CN, -OH, -(C₁-C₆)alkyl, -(C₂-C₆)alkenyl, ~~-(C₂-C₆)alkynyl~~, -halo, -N₃, -NO₂, -N(R⁸)₂, -CH=NR⁸, -NR⁸OH, -OR⁸, -COR⁸, -C(O)OR⁸, -OC(O)R⁸, -OC(O)OR⁸, -SR⁸, -S(O)R⁸, or -S(O)₂R⁸;
each R⁷, R⁹, and R¹⁰ is independently -(C₁-C₆)alkyl, -(C₂-C₆)alkenyl, -(C₂-C₆)alkynyl, -(C₃-C₈)cycloalkyl, -(C₅-C₈)cycloalkenyl, -phenyl, -(C₃-C₅)heterocycle, -C(halo)₃, -CH(halo)₂, -CH₂(halo), -CN, -OH, -halo, -N₃, -NO₂, -N(R⁸)₂, -CH=NR⁸, -NR⁸OH, -OR⁸, -COR⁸, -C(O)OR⁸, -OC(O)R⁸, -OC(O)OR⁸, -SR⁸, -S(O)R⁸, or -S(O)₂R⁸;
each R⁸ is independently -H, -(C₁-C₆)alkyl, -(C₂-C₆)alkenyl, -(C₂-C₆)alkynyl, -(C₃-C₈)cycloalkyl, -(C₅-C₈)cycloalkenyl, -phenyl, -(C₃-C₅)heterocycle, -C(halo)₃, -CH₂(halo), or -CH(halo)₂;
each halo is independently -F, -Cl, -Br or -I;
n is an integer ranging from 0 to 3;
m is an integer ranging from 0 to 2; and
p is an integer ranging from 0 to 4.

22. (currently amended) A compound of formula:



(Ic)

or a pharmaceutically acceptable salts salt thereof, wherein:

A is -NR⁴-, -O-, or -S-;

each R³ is independently:

- (a) -halo, -CN, -OH, -NO₂, or -NH₂; or
- (b) -(C₁-C₁₀)alkyl, -(C₂-C₁₀)alkenyl, -(C₂-C₁₀)alkynyl, -(C₃-C₁₀)cycloalkyl, -(C₈-C₁₄)bicycloalkyl, -(C₈-C₁₄)tricycloalkyl, -(C₅-

C₁₀)cycloalkenyl, -(C₈-C₁₄)bicycloalkenyl, -(C₈-C₁₄)tricycloalkenyl, -(C₃-C₇)heterocycle, or -(C₇-C₁₀)bicycloheterocycle, each of which is unsubstituted or substituted with one or more R⁵ groups; or

(c) -phenyl, -naphthyl, -(C₁₄)aryl or -(C₅-C₁₀)heteroaryl, each of which is unsubstituted or substituted with one or more R⁷ groups;

R⁴ is -(C₁-C₆)alkyl, or -O-(C₁-C₆)alkyl;

each R⁵ is independently -CN, -OH, -(C₁-C₆)alkyl, -(C₂-C₆)alkenyl, ~~-(C₂-C₆)alkenyl~~, -halo, -N₃, -NO₂, -N(R⁸)₂, -CH=NR⁸, -NR⁸OH, -OR⁸, -COR⁸, -C(O)OR⁸, -OC(O)R⁸, -OC(O)OR⁸, -SR⁸, -S(O)R⁸, or -S(O)₂R⁸;

R⁶ is -phenyl, -naphthyl, -(C₃-C₈)cycloalkyl, -(C₁₄)aryl, or -(C₅-C₁₀)heteroaryl, each of which is unsubstituted or substituted with one or more R⁷ groups;

each R⁷ is independently -(C₁-C₆)alkyl, -(C₂-C₆)alkenyl, -(C₂-C₆)alkynyl, -(C₃-C₈)cycloalkyl, -(C₅-C₈)cycloalkenyl, -phenyl, -(C₃-C₅)heterocycle, -C(halo)₃, -CH(halo)₂, -CH₂(halo), -CN, -OH, -halo, -N₃, -NO₂, -N(R⁸)₂, -CH=NR⁸, -NR⁸OH, -OR⁸, -COR⁸, -C(O)OR⁸, -OC(O)R⁸, -OC(O)OR⁸, -SR⁸, -S(O)R⁸, or -S(O)₂R⁸;

each R⁸ is independently -H, -(C₁-C₆)alkyl, -(C₂-C₆)alkenyl, -(C₂-C₆)alkynyl, -(C₃-C₈)cycloalkyl, -(C₅-C₈)cycloalkenyl, -phenyl, -(C₃-C₅)heterocycle, -C(halo)₃, -CH₂(halo), or -CH(halo)₂;

R¹¹ is -hydrogen, -halo, -CH₃, -NO₂, -CN, -OH, -OCH₃, -NH₂, -C(halo)₃, -CH(halo)₂, or -CH₂(halo);

each R¹² is independently:

(a) -halo, -CN, -OH, -NO₂, or -NH₂;

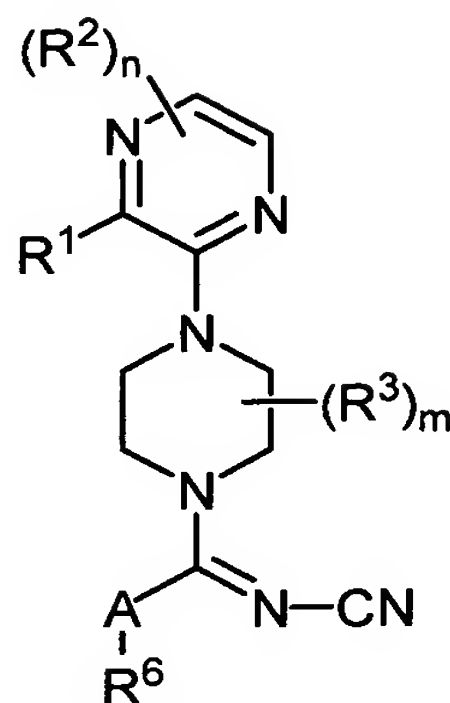
(b) -(C₁-C₁₀)alkyl, -(C₂-C₁₀)alkenyl, -(C₂-C₁₀)alkynyl, -(C₃-C₁₀)cycloalkyl, -(C₈-C₁₄)bicycloalkyl, -(C₈-C₁₄)tricycloalkyl, -(C₅-C₁₀)cycloalkenyl, -(C₈-C₁₄)bicycloalkenyl, -(C₈-C₁₄)tricycloalkenyl, -(C₃-C₇)heterocycle, or -(C₇-C₁₀)bicycloheterocycle, each of which is unsubstituted or substituted with one or more R⁵ groups; or

(c) -phenyl, -naphthyl, -(C₁₄)aryl, or -(C₅-C₁₀)heteroaryl, each of which is unsubstituted or substituted with one or more R⁷ groups;

m is an integer ranging from 0 to 2; and

q is an integer ranging from 0 to 3.

23. (currently amended) A compound of formula:



and or a pharmaceutically acceptable ~~salts~~ salt thereof, wherein:

A is -NR⁴-, -O-, or -S-;

R¹ is -halo, -CH₃, -NO₂, -CN, -OH, -OCH₃, -NH₂, -C(halo)₃, -CH(halo)₂, or -CH₂(halo);

each R² is independently:

(a) -halo, -CN, -OH, -NO₂, or -NH₂;

(b) -(C₁-C₁₀)alkyl, -(C₂-C₁₀)alkenyl, -(C₂-C₁₀)alkynyl, -(C₃-C₁₀)cycloalkyl, -(C₈-C₁₄)bicycloalkyl, -(C₈-C₁₄)tricycloalkyl, -(C₅-C₁₀)cycloalkenyl, -(C₈-C₁₄)bicycloalkenyl, -(C₈-C₁₄)tricycloalkenyl, -(C₃-C₇)heterocycle, or -(C₇-C₁₀)bicycloheterocycle, each of which is unsubstituted or substituted with one or more R⁵ groups; or

(c) -phenyl, -naphthyl, -(C₁₄)aryl, or -(C₅-C₁₀)heteroaryl, each of which is unsubstituted or substituted with one or more R⁷ groups;

each R³ is independently:

(a) -halo, -CN, -OH, -NO₂, or -NH₂;

(b) -(C₁-C₁₀)alkyl, -(C₂-C₁₀)alkenyl, -(C₂-C₁₀)alkynyl, -(C₃-C₁₀)cycloalkyl, -(C₈-C₁₄)bicycloalkyl, -(C₈-C₁₄)tricycloalkyl, -(C₅-C₁₀)cycloalkenyl, -(C₈-C₁₄)bicycloalkenyl, -(C₈-C₁₄)tricycloalkenyl, -(C₃-C₇)heterocycle, or -(C₇-C₁₀)bicycloheterocycle, each of which is unsubstituted or substituted with one or more R⁵ groups; or

(c) -phenyl, -naphthyl, -(C₁₄)aryl or -(C₅-C₁₀)heteroaryl, each of which is unsubstituted or substituted with one or more R⁷ groups;

R⁴ is hydrogen, -(C₁-C₆)alkyl, or -O-(C₁-C₆)alkyl;

each R⁵ is independently -CN, -OH, -(C₁-C₆)alkyl, -(C₂-C₆)alkenyl, ~~-(C₂-C₆)alkynyl~~, -halo, -N₃, -NO₂, -N(R⁸)₂, -CH=NR⁸, -NR⁸OH, -OR⁸, -COR⁸, -C(O)OR⁸, -OC(O)R⁸, -OC(O)OR⁸, -SR⁸, -S(O)R⁸, or -S(O)₂R⁸;

R⁶ is -phenyl, -naphthyl, -(C₃-C₈)cycloalkyl, -(C₁₄)aryl, or -(C₅-C₁₀)heteroaryl, each of which is unsubstituted or substituted with one or more R⁷ groups;

each R⁷ is independently -(C₁-C₆)alkyl, -(C₂-C₆)alkenyl, -(C₂-C₆)alkynyl, -(C₃-C₈)cycloalkyl, -(C₅-C₈)cycloalkenyl, -phenyl, -(C₃-C₅)heterocycle, -C(halo)₃, -CH₂(halo), -CH(halo)₂, -CN, -OH, -halo, -N₃, -NO₂, -N(R⁸)₂, -CH=NR⁸, -NR⁸OH, -OR⁸, -COR⁸, -C(O)OR⁸, -OC(O)R⁸, -OC(O)OR⁸, -SR⁸, -S(O)R⁸, or -S(O)₂R⁸;

each R⁸ is independently -H, -(C₁-C₆)alkyl, -(C₂-C₆)alkenyl, -(C₂-C₆)alkynyl, -(C₃-C₈)cycloalkyl, -(C₅-C₈)cycloalkenyl, -phenyl, -(C₃-C₅)heterocycle, -C(halo)₃, -CH₂(halo), or -CH(halo)₂;

each halo is independently -F, -Cl, -Br or -I;

n is an integer ranging from 0 to 2; and

m is an integer ranging from 0 to 2.

24. (original) The compound of claim 23, wherein A is -NH-.

25. (original) The compound of claim 24, wherein:

n is 0;

m is 0; and

R⁶ is phenyl.

26. (original) The compound of claim 25, wherein the R⁶ phenyl is unsubstituted.

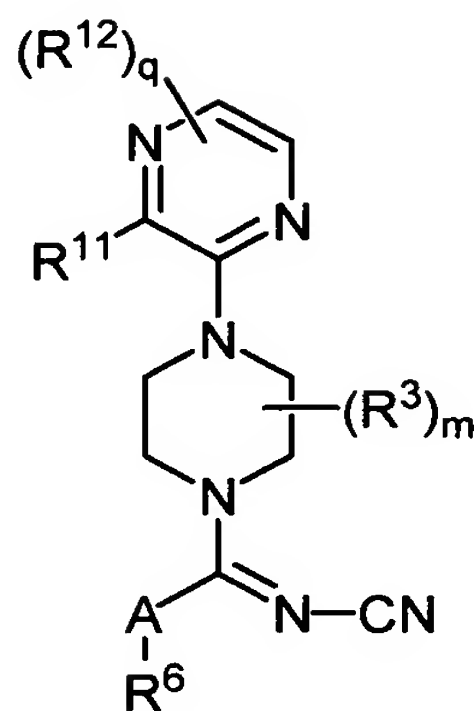
27. (original) The compound of claim 25, wherein the R⁶ phenyl is substituted at the 4-position.

28. (original) The compound of claim 27, wherein the R⁶ phenyl is substituted with a -(C₁-C₆)alkyl.

29. (original) The compound of claim 28, wherein the -(C₁-C₆)alkyl is a *tert*-butyl group.

30. (original) The compound of claim 28, wherein the $-(C_1-C_6)$ alkyl is an *iso*-propyl group.
31. (original) The compound of claim 27, wherein the R^6 phenyl is substituted with a $-CF_3$ group.
32. (original) The compound of claim 25, wherein R^1 is chloro or methyl.
33. (original) The compound of claim 32, wherein the R^6 phenyl is unsubstituted.
34. (original) The compound of claim 32, wherein the R^6 phenyl is substituted at the 4-position.
35. (original) The compound of claim 34, wherein the R^6 phenyl is substituted with a $-(C_1-C_6)$ alkyl.
36. (original) The compound of claim 35, wherein the $-(C_1-C_6)$ alkyl is a *tert*-butyl group.
37. (original) The compound of claim 35, wherein the $-(C_1-C_6)$ alkyl is an *iso*-propyl group.
38. (original) The compound of claim 34, wherein the R^6 phenyl is substituted with a $-CF_3$ group.
39. (original) The compound of claim 23, wherein A is $-O-$.
40. (original) The compound of claim 23, wherein A is $-S-$.

41. (currently amended) A compound of formula:



(IIa)

or a pharmaceutically acceptable salts salt thereof, wherein:

A is -NR⁴-, -O-, or -S-;

each R³ is independently:

(a) -halo, -CN, -OH, -NO₂, or -NH₂;

(b) -(C₁-C₁₀)alkyl, -(C₂-C₁₀)alkenyl, -(C₂-C₁₀)alkynyl, -(C₃-C₁₀)cycloalkyl, -(C₈-C₁₄)bicycloalkyl, -(C₈-C₁₄)tricycloalkyl, -(C₅-C₁₀)cycloalkenyl, -(C₈-C₁₄)bicycloalkenyl, -(C₈-C₁₄)tricycloalkenyl, -(C₃-C₇)heterocycle, or -(C₇-C₁₀)bicycloheterocycle, each of which is unsubstituted or substituted with one or more R⁵ groups; or

(c) -phenyl, -naphthyl, -(C₁₄)aryl or -(C₅-C₁₀)heteroaryl, each of which is unsubstituted or substituted with one or more R⁷ groups;

R⁴ is hydrogen, -(C₁-C₆)alkyl, or -O-(C₁-C₆)alkyl;

each R⁵ is independently -CN, -OH, -(C₁-C₆)alkyl, -(C₂-C₆)alkenyl, ~~-(C₂-C₆)alkynyl~~, -halo, -N₃, -NO₂, -N(R⁸)₂, -CH=NR⁸, -NR⁸OH, -OR⁸, -COR⁸, -C(O)OR⁸, -OC(O)R⁸, -OC(O)OR⁸, -SR⁸, -S(O)R⁸, or -S(O)₂R⁸;

R⁶ is -phenyl, -naphthyl, -(C₃-C₈)cycloalkyl, -(C₁₄)aryl, or -(C₅-C₁₀)heteroaryl, each of which is unsubstituted or substituted with one or more R⁷ groups;

each R⁷ is independently -(C₁-C₆)alkyl, -(C₂-C₆)alkenyl, -(C₂-C₆)alkynyl, -(C₃-C₈)cycloalkyl, -(C₅-C₈)cycloalkenyl, -phenyl, -(C₃-C₅)heterocycle, -C(halo)₃, -CH₂(halo), -CH(halo)₂, -CN, -OH, -halo, -N₃, -NO₂, -N(R⁸)₂, -CH=NR⁸, -NR⁸OH, -OR⁸, -COR⁸, -C(O)OR⁸, -OC(O)R⁸, -OC(O)OR⁸, -SR⁸, -S(O)R⁸, or -S(O)₂R⁸;

each R^8 is independently -H, -(C₁-C₆)alkyl, -(C₂-C₆)alkenyl, -(C₂-C₆)alkynyl, -(C₃-C₈)cycloalkyl, -(C₅-C₈)cycloalkenyl, -phenyl, -(C₃-C₅)heterocycle, -C(halo)₃, -CH₂(halo), or -CH(halo)₂;

R^{11} is -hydrogen, -halo, -CH₃, -NO₂, -CN, -OH, -OCH₃, -NH₂, -C(halo)₃, -CH(halo)₂, or -CH₂(halo);

each R^{12} is independently:

(a) -halo, -CN, -OH, -NO₂, or -NH₂;

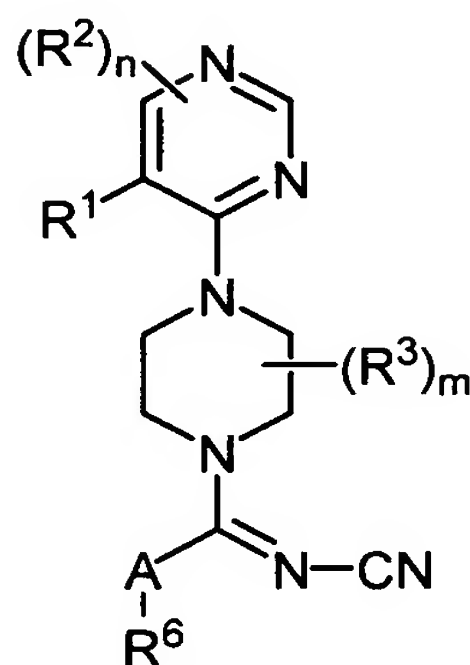
(b) -(C₁-C₁₀)alkyl, -(C₂-C₁₀)alkenyl, -(C₂-C₁₀)alkynyl, -(C₃-C₁₀)cycloalkyl, -(C₈-C₁₄)bicycloalkyl, -(C₈-C₁₄)tricycloalkyl, -(C₅-C₁₀)cycloalkenyl, -(C₈-C₁₄)bicycloalkenyl, -(C₈-C₁₄)tricycloalkenyl, -(C₃-C₇)heterocycle, or -(C₇-C₁₀)bicycloheterocycle, each of which is unsubstituted or substituted with one or more R^5 groups; or

(c) -phenyl, -naphthyl, -(C₁₄)aryl, or -(C₅-C₁₀)heteroaryl, each of which is unsubstituted or substituted with one or more R^7 groups; and each halo is independently -F, -Cl, -Br or -I;

q is an integer ranging from 0 to 2; and

m is an integer ranging from 0 to 2.

42. (currently amended) A compound of formula:



(III)

or a pharmaceutically acceptable salts salt thereof, wherein:

A is -NR⁴-, -O-, or -S-;

R^1 is -halo, -CH₃, -NO₂, -CN, -OH, -OCH₃, -NH₂, -C(halo)₃, -CH(halo)₂, or -CH₂(halo);

each R^2 is independently:

(a) -halo, -CN, -OH, -NO₂, or -NH₂;

(b) -(C₁-C₁₀)alkyl, -(C₂-C₁₀)alkenyl, -(C₂-C₁₀)alkynyl, -(C₃-C₁₀)cycloalkyl, -(C₈-C₁₄)bicycloalkyl, -(C₈-C₁₄)tricycloalkyl, -(C₅-C₁₀)cycloalkenyl, -(C₈-C₁₄)bicycloalkenyl, -(C₈-C₁₄)tricycloalkenyl, -(C₃-C₇)heterocycle, or -(C₇-C₁₀)bicycloheterocycle, each of which is unsubstituted or substituted with one or more R⁵ groups; or

(c) -phenyl, -naphthyl, -(C₁₄)aryl, or -(C₅-C₁₀)heteroaryl, each of which is unsubstituted or substituted with one or more R⁷ groups;

each R³ is independently:

(a) -halo, -CN, -OH, -NO₂, or -NH₂;

(b) -(C₁-C₁₀)alkyl, -(C₂-C₁₀)alkenyl, -(C₂-C₁₀)alkynyl, -(C₃-C₁₀)cycloalkyl, -(C₈-C₁₄)bicycloalkyl, -(C₈-C₁₄)tricycloalkyl, -(C₅-C₁₀)cycloalkenyl, -(C₈-C₁₄)bicycloalkenyl, -(C₈-C₁₄)tricycloalkenyl, -(C₃-C₇)heterocycle, or -(C₇-C₁₀)bicycloheterocycle, each of which is unsubstituted or substituted with one or more R⁵ groups; or

(c) -phenyl, -naphthyl, -(C₁₄)aryl or -(C₅-C₁₀)heteroaryl, each of which is unsubstituted or substituted with one or more R⁷ groups;

R⁴ is -(C₁-C₆)alkyl, or -O-(C₁-C₆)alkyl;

each R⁵ is independently -CN, -OH, -(C₁-C₆)alkyl, -(C₂-C₆)alkenyl, ~~-(C₂-C₆)alkynyl~~, -halo, -N₃, -NO₂, -N(R⁸)₂, -CH=NR⁸, -NR⁸OH, -OR⁸, -COR⁸, -C(O)OR⁸, -OC(O)R⁸, -OC(O)OR⁸, -SR⁸, -S(O)R⁸, or -S(O)₂R⁸;

R⁶ is -phenyl, -naphthyl, -(C₃-C₈)cycloalkyl, -(C₁₄)aryl, or -(C₅-C₁₀)heteroaryl, each of which is unsubstituted or substituted with one or more R⁷ groups;

each R⁷ is independently -(C₁-C₆)alkyl, -(C₂-C₆)alkenyl, -(C₂-C₆)alkynyl, -(C₃-C₈)cycloalkyl, -(C₅-C₈)cycloalkenyl, -phenyl, -(C₃-C₅)heterocycle, -C(halo)₃, -CH(halo)₂, -CH₂(halo), -CN, -OH, -halo, -N₃, -NO₂, -N(R⁸)₂, -CH=NR⁸, -NR⁸OH, -OR⁸, -COR⁸, -C(O)OR⁸, -OC(O)R⁸, -OC(O)OR⁸, -SR⁸, -S(O)R⁸, or -S(O)₂R⁸;

each R⁸ is independently -H, -(C₁-C₆)alkyl, -(C₂-C₆)alkenyl, -(C₂-C₆)alkynyl, -(C₃-C₈)cycloalkyl, -(C₅-C₈)cycloalkenyl, -phenyl, -(C₃-C₅)heterocycle, -C(halo)₃, -CH₂(halo), or -CH(halo)₂;

each halo is independently -F, -Cl, -Br or -I;

n is an integer ranging from 0 to 2; and

m is an integer ranging from 0 to 2.

43. (original) The compound of claim 42, wherein A is -NR⁴-.
44. (original) The compound of claim 43, wherein:
n is 0;
m is 0; and
R⁶ is phenyl.
45. (original) The compound of claim 44, wherein the R⁶ phenyl is unsubstituted.
46. (original) The compound of claim 44, wherein the R⁶ phenyl is substituted at the 4-position.
47. (original) The compound of claim 46, wherein the R⁶ phenyl is substituted with a -(C₁-C₆)alkyl.
48. (original) The compound of claim 47, wherein the -(C₁-C₆)alkyl is a *tert*-butyl group.
49. (original) The compound of claim 47, wherein the -(C₁-C₆)alkyl is an *iso*-propyl group.
50. (original) The compound of claim 46, wherein the R⁶ phenyl is substituted with a -CF₃ group.
51. (original) The compound of claim 44, wherein R¹ is chloro or methyl.
52. (original) The compound of claim 51, wherein the R⁶ phenyl is unsubstituted.
53. (original) The compound of claim 51, wherein the R⁶ phenyl is substituted at the 4-position.
54. (original) The compound of claim 53, wherein the R⁶ phenyl is substituted with a -(C₁-C₆)alkyl.
55. (original) The compound of claim 54, wherein the -(C₁-C₆)alkyl is a *tert*-butyl group.

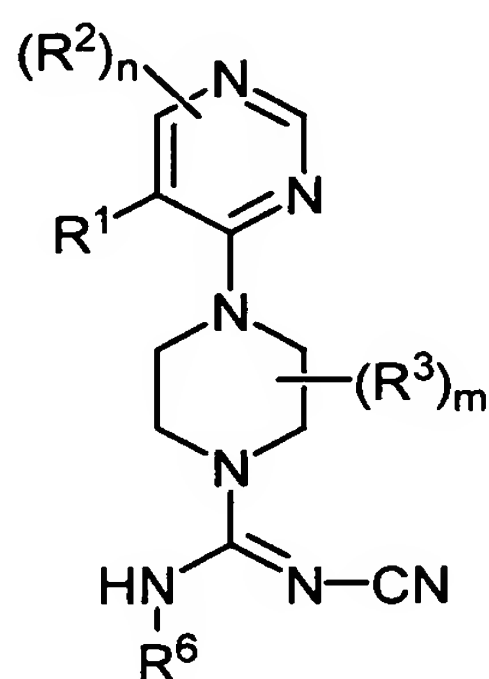
56. (original) The compound of claim 54, wherein the $-(C_1-C_6)$ alkyl is an *iso*-propyl group.

57. (original) The compound of claim 53, wherein the R^6 phenyl is substituted with a $-CF_3$ group.

58. (original) The compound of claim 42, wherein A is $-O-$.

59. (original) The compound of claim 42, wherein A is $-S-$.

60. (currently amended) A compound of formula:



(IIIa)

or a pharmaceutically acceptable salts salt thereof, wherein:

R^1 is -halo, $-CH_3$, $-NO_2$, $-CN$, $-OH$, $-OCH_3$, $-NH_2$, $-C(halo)_3$, $-CH(halo)_2$, or $-CH_2(halo)$;

each R^2 is independently:

(a) -halo, $-CN$, $-OH$, $-NO_2$, or $-NH_2$;

(b) $-(C_1-C_{10})$ alkyl, $-(C_2-C_{10})$ alkenyl, $-(C_2-C_{10})$ alkynyl, $-(C_3-C_{10})$ cycloalkyl, $-(C_8-C_{14})$ bicycloalkyl, $-(C_8-C_{14})$ tricycloalkyl, $-(C_5-C_{10})$ cycloalkenyl, $-(C_8-C_{14})$ bicycloalkenyl, $-(C_8-C_{14})$ tricycloalkenyl, $-(C_3-C_7)$ heterocycle, or $-(C_7-C_{10})$ bicycloheterocycle, each of which is unsubstituted or substituted with one or more R^5 groups; or

(c) -phenyl, -naphthyl, $-(C_{14})$ aryl, or $-(C_5-C_{10})$ heteroaryl, each of which is unsubstituted or substituted with one or more R^7 groups;

each R^3 is independently:

(a) -halo, $-CN$, $-OH$, $-NO_2$, or $-NH_2$; or

(b) $-(C_1-C_{10})$ alkyl, $-(C_2-C_{10})$ alkenyl, $-(C_2-C_{10})$ alkynyl, $-(C_3-C_{10})$ cycloalkyl, $-(C_8-C_{14})$ bicycloalkyl, $-(C_8-C_{14})$ tricycloalkyl, $-(C_5-C_{10})$ cycloalkenyl, $-(C_8-C_{14})$ bicycloalkenyl, $-(C_8-C_{14})$ tricycloalkenyl, $-(C_3-C_7)$ heterocycle, or $-(C_7-C_{10})$ bicycloheterocycle, each of which is unsubstituted or substituted with one or more R^5 groups; or

(c) -phenyl, -naphthyl, $-(C_{14})$ aryl or $-(C_5-C_{10})$ heteroaryl, each of which is unsubstituted or substituted with one or more R^7 groups;

each R^5 is independently -CN, -OH, $-(C_1-C_6)$ alkyl, $-(C_2-C_6)$ alkenyl, $-(C_2-C_6)$ alkynyl, $-(C_3-C_8)$ cycloalkyl, -halo, $-N_3$, $-NO_2$, $-N(R^8)_2$, $-CH=NR^8$, $-NR^8OH$, $-OR^8$, $-COR^8$, $-C(O)OR^8$, $-OC(O)R^8$, $-OC(O)OR^8$, $-SR^8$, $-S(O)R^8$, or $-S(O)_2R^8$;

R^6 is:

(a)[[.]] -naphthyl, $-(C_{14})$ aryl, or $-(C_3-C_8)$ cycloalkyl each of which is unsubstituted or substituted with one or more R^7 groups; or

(b) pyridyl, furyl, benzofuranyl, thiophenyl, benzothiophenyl, quinolinyl, indolyl, oxazolyl, benzoxazolyl, imidazolyl, benzimidazolyl, thiazolyl, benzothiazolyl, isoxazolyl, pyrazolyl, isothiazolyl, pyridazinyl, pyrimidinyl, pyrazinyl, thiadiazolyl, triazinyl, cinnolinyl, phthalazinyl, or quinazolinyl, each of which is substituted with one or more R^7 groups;

each R^7 is independently $-(C_1-C_6)$ alkyl, $-(C_2-C_6)$ alkenyl, $-(C_2-C_6)$ alkynyl, $-(C_3-C_8)$ cycloalkyl, $-(C_5-C_8)$ cycloalkenyl, -phenyl, $-(C_3-C_5)$ heterocycle, $-C(halo)_3$, $-CH(halo)_2$, $-CH_2(halo)$, -CN, -OH, -halo, $-N_3$, $-NO_2$, $-N(R^8)_2$, $-CH=NR^8$, $-NR^8OH$, $-OR^8$, $-COR^8$, $-C(O)OR^8$, $-OC(O)R^8$, $-OC(O)OR^8$, $-SR^8$, $-S(O)R^8$, or $-S(O)_2R^8$;

each R^8 is independently -H, $-(C_1-C_6)$ alkyl, $-(C_2-C_6)$ alkenyl, $-(C_2-C_6)$ alkynyl, $-(C_3-C_8)$ cycloalkyl, $-(C_5-C_8)$ cycloalkenyl, -phenyl, $-(C_3-C_5)$ heterocycle, $-C(halo)_3$, $-CH_2(halo)$, or $-CH(halo)_2$;

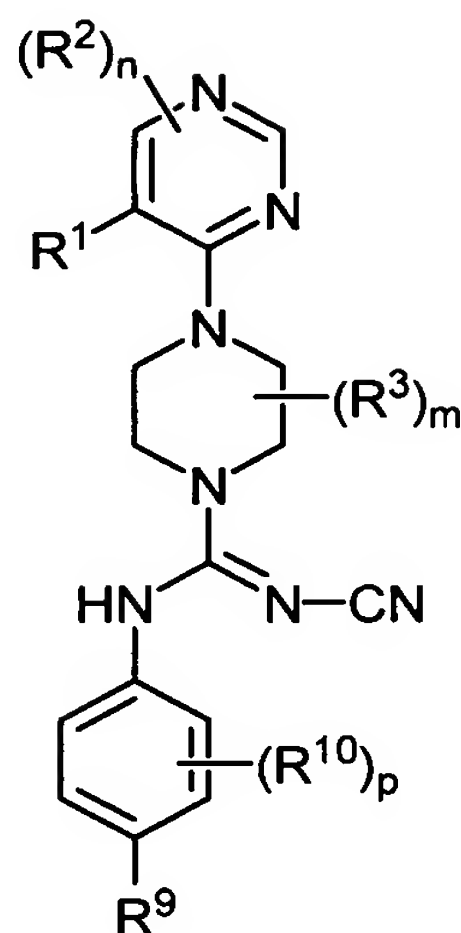
each halo is independently -F, -Cl, -Br or -I;

n is an integer ranging from 0 to 2; and

m is an integer ranging from 0 to 2.

61. (original) The compound of claim 60, wherein R^6 is pyridyl, pyrazinyl, pyrimidinyl, pyridazinyl, or thiadiazolyl.

62. (currently amended) A compound of formula:



(IIIb)

or a pharmaceutically acceptable salts salt thereof, wherein:

R^1 is -halo, -CH₃, -NO₂, -CN, -OH, -OCH₃, -NH₂, -C(halo)₃, -CH(halo)₂, or -CH₂(halo);

each R^2 is independently:

- (a) -halo, -CN, -OH, -NO₂, or -NH₂;
- (b) -(C₁-C₁₀)alkyl, -(C₂-C₁₀)alkenyl, -(C₂-C₁₀)alkynyl, -(C₃-C₁₀)cycloalkyl, -(C₈-C₁₄)bicycloalkyl, -(C₈-C₁₄)tricycloalkyl, -(C₅-C₁₀)cycloalkenyl, -(C₈-C₁₄)bicycloalkenyl, -(C₈-C₁₄)tricycloalkenyl, -(C₃-C₇)heterocycle, or -(C₇-C₁₀)bicycloheterocycle, each of which is unsubstituted or substituted with one or more R^5 groups; or

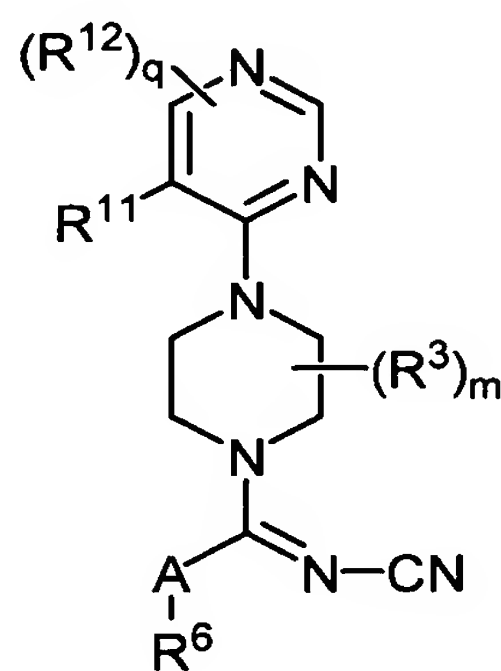
- (c) -phenyl, -naphthyl, -(C₁₄)aryl, or -(C₅-C₁₀)heteroaryl, each of which is unsubstituted or substituted with one or more R^7 groups;

each R^3 is independently:

- (a) -halo, -CN, -OH, -NO₂, or -NH₂; or
- (b) -(C₁-C₁₀)alkyl, -(C₂-C₁₀)alkenyl, -(C₂-C₁₀)alkynyl, -(C₃-C₁₀)cycloalkyl, -(C₈-C₁₄)bicycloalkyl, -(C₈-C₁₄)tricycloalkyl, -(C₅-C₁₀)cycloalkenyl, -(C₈-C₁₄)bicycloalkenyl, -(C₈-C₁₄)tricycloalkenyl, -(C₃-C₇)heterocycle, or -(C₇-C₁₀)bicycloheterocycle, each of which is unsubstituted or substituted with one or more R^5 groups; or

(c) -phenyl, -naphthyl, -(C₁₄)aryl or -(C₅-C₁₀)heteroaryl, each of which is unsubstituted or substituted with one or more R⁷ groups;
each R⁵ is independently -CN, -OH, -(C₁-C₆)alkyl, -(C₂-C₆)alkenyl, ~~-(C₂-C₆)alkynyl~~, -halo, -N₃, -NO₂, -N(R⁸)₂, -CH=NR⁸, -NR⁸OH, -OR⁸, -COR⁸, -C(O)OR⁸, -OC(O)R⁸, -OC(O)OR⁸, -SR⁸, -S(O)R⁸, or -S(O)₂R⁸;
each R⁷, R⁹, and R¹⁰ is independently -(C₁-C₆)alkyl, -(C₂-C₆)alkenyl, -(C₂-C₆)alkynyl, -(C₃-C₈)cycloalkyl, -(C₅-C₈)cycloalkenyl, -phenyl, -(C₃-C₅)heterocycle, -C(halo)₃, -CH(halo)₂, -CH₂(halo), -CN, -OH, -halo, -N₃, -NO₂, -N(R⁸)₂, -CH=NR⁸, -NR⁸OH, -OR⁸, -COR⁸, -C(O)OR⁸, -OC(O)R⁸, -OC(O)OR⁸, -SR⁸, -S(O)R⁸, or -S(O)₂R⁸;
each R⁸ is independently -H, -(C₁-C₆)alkyl, -(C₂-C₆)alkenyl, -(C₂-C₆)alkynyl, -(C₃-C₈)cycloalkyl, -(C₅-C₈)cycloalkenyl, -phenyl, -(C₃-C₅)heterocycle, -C(halo)₃, -CH₂(halo), or -CH(halo)₂;
each halo is independently -F, -Cl, -Br or -I;
n is an integer ranging from 0 to 2;
m is an integer ranging from 0 to 2; and
p is an integer ranging from 0 to 4.

63. (currently amended) A compound of formula:



(IIIc)

or a pharmaceutically acceptable salts salt thereof, wherein:

A is -NR⁴-, -O-, or -S-;

each R³ is independently:

- (a) -halo, -CN, -OH, -NO₂, or -NH₂;
- (b) -(C₁-C₁₀)alkyl, -(C₂-C₁₀)alkenyl, -(C₂-C₁₀)alkynyl, -(C₃-C₁₀)cycloalkyl, -(C₈-C₁₄)bicycloalkyl, -(C₈-C₁₄)tricycloalkyl, -(C₅-

C₁₀)cycloalkenyl, -(C₈-C₁₄)bicycloalkenyl, -(C₈-C₁₄)tricycloalkenyl, -(C₃-C₇)heterocycle, or -(C₇-C₁₀)bicycloheterocycle, each of which is unsubstituted or substituted with one or more R⁵ groups; or

(c) -phenyl, -naphthyl, -(C₁₄)aryl or -(C₅-C₁₀)heteroaryl, each of which is unsubstituted or substituted with one or more R⁷ groups;

R⁴ is -(C₁-C₆)alkyl, or -O-(C₁-C₆)alkyl;

each R⁵ is independently -CN, -OH, -(C₁-C₆)alkyl, -(C₂-C₆)alkenyl, ~~-(C₂-C₆)alkenyl~~, -halo, -N₃, -NO₂, -N(R⁸)₂, -CH=NR⁸, -NR⁸OH, -OR⁸, -COR⁸, -C(O)OR⁸, -OC(O)R⁸, -OC(O)OR⁸, -SR⁸, -S(O)R⁸, or -S(O)₂R⁸;

R⁶ is -phenyl, -naphthyl, -(C₃-C₈)cycloalkyl, -(C₁₄)aryl, or -(C₅-C₁₀)heteroaryl, each of which is unsubstituted or substituted with one or more R⁷ groups;

each R⁷ is independently -(C₁-C₆)alkyl, -(C₂-C₆)alkenyl, -(C₂-C₆)alkynyl, -(C₃-C₈)cycloalkyl, -(C₅-C₈)cycloalkenyl, -phenyl, -(C₃-C₅)heterocycle, -C(halo)₃, -CH(halo)₂, -CH₂(halo), -CN, -OH, -halo, -N₃, -NO₂, -N(R⁸)₂, -CH=NR⁸, -NR⁸OH, -OR⁸, -COR⁸, -C(O)OR⁸, -OC(O)R⁸, -OC(O)OR⁸, -SR⁸, -S(O)R⁸, or -S(O)₂R⁸;

each R⁸ is independently -H, -(C₁-C₆)alkyl, -(C₂-C₆)alkenyl, -(C₂-C₆)alkynyl, -(C₃-C₈)cycloalkyl, -(C₅-C₈)cycloalkenyl, -phenyl, -(C₃-C₅)heterocycle, -C(halo)₃, -CH₂(halo), or -CH(halo)₂;

R¹¹ is -hydrogen, -halo, -CH₃, -NO₂, -CN, -OH, -OCH₃, -NH₂, -C(halo)₃, -CH(halo)₂, or -CH₂(halo);

each R¹² is independently:

(a) -halo, -CN, -OH, -NO₂, or -NH₂;

(b) -(C₁-C₁₀)alkyl, -(C₂-C₁₀)alkenyl, -(C₂-C₁₀)alkynyl, -(C₃-C₁₀)cycloalkyl, -(C₈-C₁₄)bicycloalkyl, -(C₈-C₁₄)tricycloalkyl, -(C₅-C₁₀)cycloalkenyl, -(C₈-C₁₄)bicycloalkenyl, -(C₈-C₁₄)tricycloalkenyl, -(C₃-C₇)heterocycle, or -(C₇-C₁₀)bicycloheterocycle, each of which is unsubstituted or substituted with one or more R⁵ groups; or

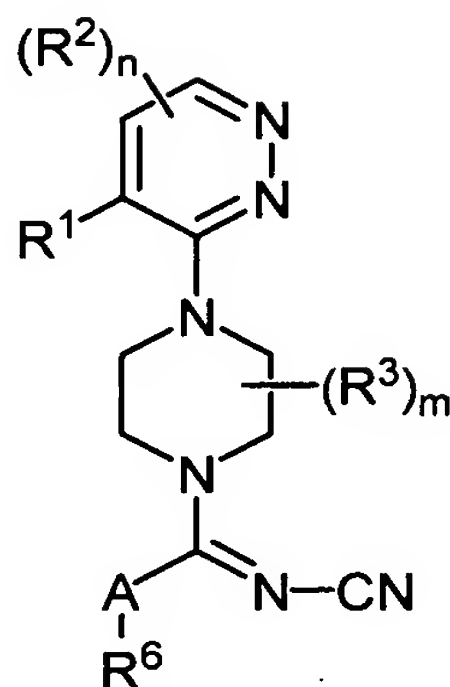
(c) -phenyl, -naphthyl, -(C₁₄)aryl, or -(C₅-C₁₀)heteroaryl, each of which is unsubstituted or substituted with one or more R⁷ groups;

each halo is independently -F, -Cl, -Br or -I;

q is an integer ranging from 0 to 2; and

m is an integer ranging from 0 to 2.

64. (currently amended) A compound of formula:



(IV)

or a pharmaceutically acceptable salts salt thereof, wherein:

A is -NR⁴-, -O-, or -S-;

R¹ is -halo, -CH₃, -NO₂, -CN, -OH, -OCH₃, -NH₂, -C(halo)₃, -CH(halo)₂, or -CH₂(halo);

each R² is independently:

(a) -halo, -CN, -OH, -NO₂, or -NH₂;

(b) -(C₁-C₁₀)alkyl, -(C₂-C₁₀)alkenyl, -(C₂-C₁₀)alkynyl, -(C₃-C₁₀)cycloalkyl, -(C₈-C₁₄)bicycloalkyl, -(C₈-C₁₄)tricycloalkyl, -(C₅-C₁₀)cycloalkenyl, -(C₈-C₁₄)bicycloalkenyl, -(C₈-C₁₄)tricycloalkenyl, -(C₃-C₇)heterocycle, or -(C₇-C₁₀)bicycloheterocycle, each of which is unsubstituted or substituted with one or more R⁵ groups; or

(c) -phenyl, -naphthyl, -(C₁₄)aryl, or -(C₅-C₁₀)heteroaryl, each of which is unsubstituted or substituted with one or more R⁷ groups;

each R³ is independently:

(a) -halo, -CN, -OH, -NO₂, or -NH₂;

(b) -(C₁-C₁₀)alkyl, -(C₂-C₁₀)alkenyl, -(C₂-C₁₀)alkynyl, -(C₃-C₁₀)cycloalkyl, -(C₈-C₁₄)bicycloalkyl, -(C₈-C₁₄)tricycloalkyl, -(C₅-C₁₀)cycloalkenyl, -(C₈-C₁₄)bicycloalkenyl, -(C₈-C₁₄)tricycloalkenyl, -(C₃-C₇)heterocycle, or -(C₇-C₁₀)bicycloheterocycle, each of which is unsubstituted or substituted with one or more R⁵ groups; or

(c) -phenyl, -naphthyl, -(C₁₄)aryl or -(C₅-C₁₀)heteroaryl, each of which is unsubstituted or substituted with one or more R⁷ groups;

R⁴ is hydrogen, -(C₁-C₆)alkyl, or -O-(C₁-C₆)alkyl;

each R⁵ is independently -CN, -OH, -(C₁-C₆)alkyl, -(C₂-C₆)alkenyl, ~~-(C₂-C₆)alkynyl~~, -halo, -N₃, -NO₂, -N(R⁸)₂, -CH=NR⁸, -NR⁸OH, -OR⁸, -COR⁸, -C(O)OR⁸, -OC(O)R⁸, -OC(O)OR⁸, -SR⁸, -S(O)R⁸, or -S(O)₂R⁸;

R⁶ is -phenyl, -naphthyl, -(C₃-C₈)cycloalkyl, -(C₁₄)aryl, or -(C₅-C₁₀)heteroaryl, each of which is unsubstituted or substituted with one or more R⁷ groups;

each R⁷ is independently -(C₁-C₆)alkyl, -(C₂-C₆)alkenyl, -(C₂-C₆)alkynyl, -(C₃-C₈)cycloalkyl, -(C₅-C₈)cycloalkenyl, -phenyl, -(C₃-C₅)heterocycle, -C(halo)₃, -CH(halo)₂, -CH₂(halo), -CN, -OH, -halo, -N₃, -NO₂, -N(R⁸)₂, -CH=NR⁸, -NR⁸OH, -OR⁸, -COR⁸, -C(O)OR⁸, -OC(O)R⁸, -OC(O)OR⁸, -SR⁸, -S(O)R⁸, or -S(O)₂R⁸;

each R⁸ is independently -H, -(C₁-C₆)alkyl, -(C₂-C₆)alkenyl, -(C₂-C₆)alkynyl, -(C₃-C₈)cycloalkyl, -(C₅-C₈)cycloalkenyl, -phenyl, -(C₃-C₅)heterocycle, -C(halo)₃, -CH₂(halo), or -CH(halo)₂;

each halo is independently -F, -Cl, -Br or -I;

n is an integer ranging from 0 to 2; and

m is an integer ranging from 0 to 2.

65. (original) The compound of claim 64, wherein A is -NH-.

66. (original) The compound of claim 65, wherein:

n is 0;

m is 0; and

R⁶ is phenyl.

67. (original) The compound of claim 66, wherein the R⁶ phenyl is unsubstituted.

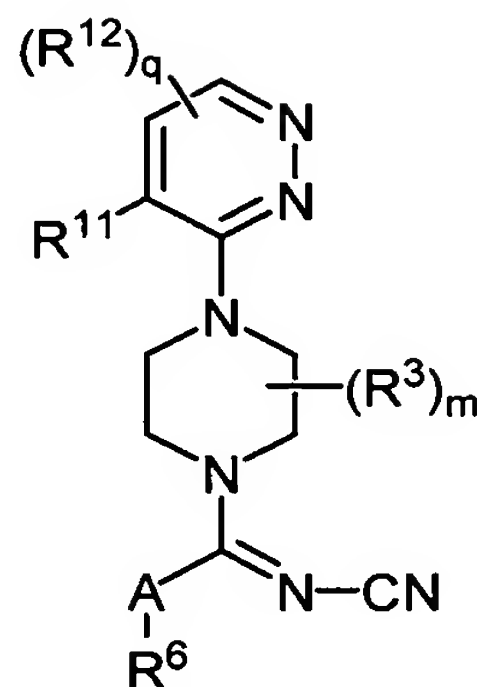
68. (original) The compound of claim 66, wherein the R⁶ phenyl is substituted at the 4-position.

69. (original) The compound of claim 68, wherein the R⁶ phenyl is substituted with a -(C₁-C₆)alkyl.

70. (original) The compound of claim 69, wherein the -(C₁-C₆)alkyl is a *tert*-butyl group.

71. (original) The compound of claim 69, wherein the $-(C_1-C_6)$ alkyl is an *iso*-propyl group.
72. (original) The compound of claim 68, wherein the R^6 phenyl is substituted with a $-CF_3$ group.
73. (original) The compound of claim 66, wherein R^1 is chloro or methyl.
74. (original) The compound of claim 73, wherein the R^6 phenyl is unsubstituted.
75. (original) The compound of claim 73, wherein the R^6 phenyl is substituted at the 4-position.
76. (original) The compound of claim 75, wherein the R^6 phenyl is substituted with a $-(C_1-C_6)$ alkyl.
77. (original) The compound of claim 76, wherein the $-(C_1-C_6)$ alkyl is a *tert*-butyl group.
78. (original) The compound of claim 76, wherein the $-(C_1-C_6)$ alkyl is an *iso*-propyl group.
79. (original) The compound of claim 75, wherein the R^6 phenyl is substituted with a $-CF_3$ group.
80. (original) The compound of claim 64, wherein A is $-O-$.
81. (original) The compound of claim 64, wherein A is $-S-$.

82. (currently amended) A compound of formula:



(IVa)

or a pharmaceutically acceptable salts salt thereof, wherein:

A is -NR⁴-, -O-, or -S-;

each R³ is independently:

(a) -halo, -CN, -OH, -NO₂, or -NH₂;

(b) -(C₁-C₁₀)alkyl, -(C₂-C₁₀)alkenyl, -(C₂-C₁₀)alkynyl, -(C₃-C₁₀)cycloalkyl, -(C₈-C₁₄)bicycloalkyl, -(C₈-C₁₄)tricycloalkyl, -(C₅-C₁₀)cycloalkenyl, -(C₈-C₁₄)bicycloalkenyl, -(C₈-C₁₄)tricycloalkenyl, -(C₃-C₇)heterocycle, or -(C₇-C₁₀)bicycloheterocycle, each of which is unsubstituted or substituted with one or more R⁵ groups; or

(c) -phenyl, -naphthyl, -(C₁₄)aryl or -(C₅-C₁₀)heteroaryl, each of which is unsubstituted or substituted with one or more R⁷ groups;

R⁴ is hydrogen, -(C₁-C₆)alkyl, or -O-(C₁-C₆)alkyl;

each R⁵ is independently -CN, -OH, -(C₁-C₆)alkyl, -(C₂-C₆)alkenyl, ~~-(C₂-C₆)alkynyl~~, -halo, -N₃, -NO₂, -N(R⁸)₂, -CH=NR⁸, -NR⁸OH, -OR⁸, -COR⁸, -C(O)OR⁸, -OC(O)R⁸, -OC(O)OR⁸, -SR⁸, -S(O)R⁸, or -S(O)₂R⁸;

R⁶ is -phenyl, -naphthyl, -(C₃-C₈)cycloalkyl, -(C₁₄)aryl, or -(C₅-C₁₀)heteroaryl, each of which is unsubstituted or substituted with one or more R⁷ groups;

each R⁷ is independently -(C₁-C₆)alkyl, -(C₂-C₆)alkenyl, -(C₂-C₆)alkynyl, -(C₃-C₈)cycloalkyl, -(C₅-C₈)cycloalkenyl, -phenyl, -(C₃-C₅)heterocycle, -C(halo)₃, -CH(halo)₂, -CH₂(halo), -CN, -OH, -halo, -N₃, -NO₂, -N(R⁸)₂, -CH=NR⁸, -NR⁸OH, -OR⁸, -COR⁸, -C(O)OR⁸, -OC(O)R⁸, -OC(O)OR⁸, -SR⁸, -S(O)R⁸, or -S(O)₂R⁸;

each R^8 is independently -H, $-(C_1-C_6)$ alkyl, $-(C_2-C_6)$ alkenyl, $-(C_2-C_6)$ alkynyl, $-(C_3-C_8)$ cycloalkyl, $-(C_5-C_8)$ cycloalkenyl, -phenyl, $-(C_3-C_5)$ heterocycle, $-C(halo)_3$, $-CH_2(halo)$, or $-CH(halo)_2$;

R^{11} is -hydrogen, -halo, $-CH_3$, $-NO_2$, $-CN$, $-OH$, $-OCH_3$, $-NH_2$, $-C(halo)_3$, $-CH(halo)_2$, or $-CH_2(halo)$;

each R^{12} is independently:

(a) -halo, $-CN$, $-OH$, $-NO_2$, or $-NH_2$;

(b) $-(C_1-C_{10})$ alkyl, $-(C_2-C_{10})$ alkenyl, $-(C_2-C_{10})$ alkynyl, $-(C_3-C_{10})$ cycloalkyl, $-(C_8-C_{14})$ bicycloalkyl, $-(C_8-C_{14})$ tricycloalkyl, $-(C_5-C_{10})$ cycloalkenyl, $-(C_8-C_{14})$ bicycloalkenyl, $-(C_8-C_{14})$ tricycloalkenyl, $-(C_3-C_7)$ heterocycle, or $-(C_7-C_{10})$ bicycloheterocycle, each of which is unsubstituted or substituted with one or more R^5 groups; or

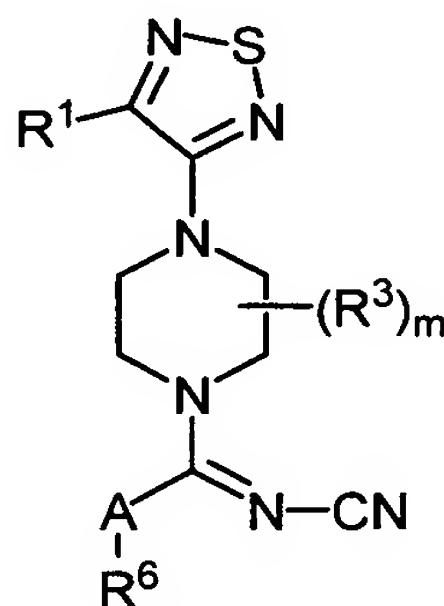
(c) -phenyl, -naphthyl, $-(C_{14})$ aryl, or $-(C_5-C_{10})$ heteroaryl, each of which is unsubstituted or substituted with one or more R^7 groups;

each halo is independently -F, -Cl, -Br or -I;

q is an integer ranging from 0 to 2; and

m is an integer ranging from 0 to 2.

83. (currently amended) A compound of formula:



(V)

~~and~~ or a pharmaceutically acceptable ~~salts~~ salt thereof, wherein:

A is $-NR^4-$, $-O-$, or $-S-$;

R^1 is -hydrogen, -halo, $-CH_3$, $-NO_2$, $-CN$, $-OH$, $-OCH_3$, $-NH_2$, $-C(halo)_3$, $-CH(halo)_2$, or $-CH_2(halo)$;

each R^3 is independently:

(a) -halo, $-CN$, $-OH$, $-NO_2$, or $-NH_2$;

(b) $-(C_1-C_{10})$ alkyl, $-(C_2-C_{10})$ alkenyl, $-(C_2-C_{10})$ alkynyl, $-(C_3-C_{10})$ cycloalkyl, $-(C_8-C_{14})$ bicycloalkyl, $-(C_8-C_{14})$ tricycloalkyl, $-(C_5-C_{10})$ cycloalkenyl, $-(C_8-C_{14})$ bicycloalkenyl, $-(C_8-C_{14})$ tricycloalkenyl, $-(C_3-C_7)$ heterocycle, or $-(C_7-C_{10})$ bicycloheterocycle, each of which is unsubstituted or substituted with one or more R^5 groups; or

(c) -phenyl, -naphthyl, $-(C_{14})$ aryl or $-(C_5-C_{10})$ heteroaryl, each of which is unsubstituted or substituted with one or more R^7 groups;

R^4 is hydrogen, $-(C_1-C_6)$ alkyl, or $-O-(C_1-C_6)$ alkyl;

each R^5 is independently -CN, -OH, $-(C_1-C_6)$ alkyl, $-(C_2-C_6)$ alkenyl, $-(C_2-C_6)$ alkynyl, $-(C_3-C_8)$ cycloalkyl, $-(C_5-C_8)$ cycloalkenyl, -halo, $-N_3$, $-NO_2$, $-N(R^8)_2$, $-CH=NR^8$, $-NR^8OH$, $-OR^8$, $-COR^8$, $-C(O)OR^8$, $-OC(O)R^8$, $-OC(O)OR^8$, $-SR^8$, $-S(O)R^8$, or $-S(O)_2R^8$;

R^6 is -phenyl, -naphthyl, $-(C_3-C_8)$ cycloalkyl, $-(C_{14})$ aryl, or $-(C_5-C_{10})$ heteroaryl, each of which is unsubstituted or substituted with one or more R^7 groups;

each R^7 is independently $-(C_1-C_6)$ alkyl, $-(C_2-C_6)$ alkenyl, $-(C_2-C_6)$ alkynyl, $-(C_3-C_8)$ cycloalkyl, $-(C_5-C_8)$ cycloalkenyl, -phenyl, $-(C_3-C_5)$ heterocycle, $-C(halo)_3$, $-CH_2(halo)$, $-CH(halo)_2$, -CN, -OH, -halo, $-N_3$, $-NO_2$, $-N(R^8)_2$, $-CH=NR^8$, $-NR^8OH$, $-OR^8$, $-COR^8$, $-C(O)OR^8$, $-OC(O)R^8$, $-OC(O)OR^8$, $-SR^8$, $-S(O)R^8$, or $-S(O)_2R^8$;

each R^8 is independently -H, $-(C_1-C_6)$ alkyl, $-(C_2-C_6)$ alkenyl, $-(C_2-C_6)$ alkynyl, $-(C_3-C_8)$ cycloalkyl, $-(C_5-C_8)$ cycloalkenyl, -phenyl, $-(C_3-C_5)$ heterocycle, $-C(halo)_3$, $-CH_2(halo)$, or $-CH(halo)_2$;

each halo is independently -F, -Cl, -Br or -I; and

m is an integer ranging from 0 to 2.

~~The compound of claim 64, wherein A is -NH-~~

84. (currently amended) The compound of claim ~~83~~ 237, wherein:

m is 0; and

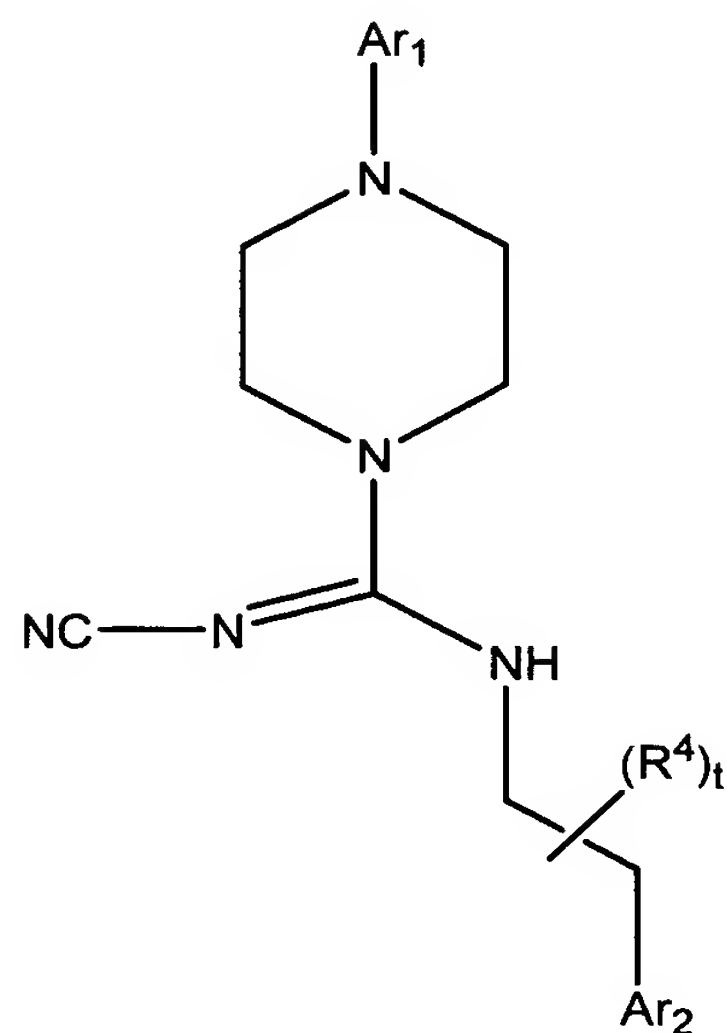
R^6 is phenyl.

85. (original) The compound of claim 84, wherein the R^6 phenyl is unsubstituted.

86. (original) The compound of claim 84, wherein the R^6 phenyl is substituted at the 4-position.

87. (original) The compound of claim 86, wherein the R⁶ phenyl is substituted with a -(C₁-C₆)alkyl.
88. (original) The compound of claim 87, wherein the -(C₁-C₆)alkyl is a *tert*-butyl group.
89. (original) The compound of claim 87, wherein the -(C₁-C₆)alkyl is an *iso*-propyl group.
90. (original) The compound of claim 84, wherein the R⁶ phenyl is substituted with a -CF₃ group.
91. (original) The compound of claim 84, wherein R¹ is chloro or methyl.
92. (original) The compound of claim 91, wherein the R⁶ phenyl is unsubstituted.
93. (original) The compound of claim 91, wherein the R⁶ phenyl is substituted at the 4-position.
94. (original) The compound of claim 93, wherein the R⁶ phenyl is substituted with a -(C₁-C₆)alkyl.
95. (original) The compound of claim 94, wherein the -(C₁-C₆)alkyl is a *tert*-butyl group.
96. (original) The compound of claim 94, wherein the -(C₁-C₆)alkyl is an *iso*-propyl group.
97. (original) The compound of claim 93, wherein the R⁶ phenyl is substituted with a -CF₃ group.
98. (original) The compound of claim 83, wherein A is -O-.
99. (original) The compound of claim 83, wherein A is -S-.

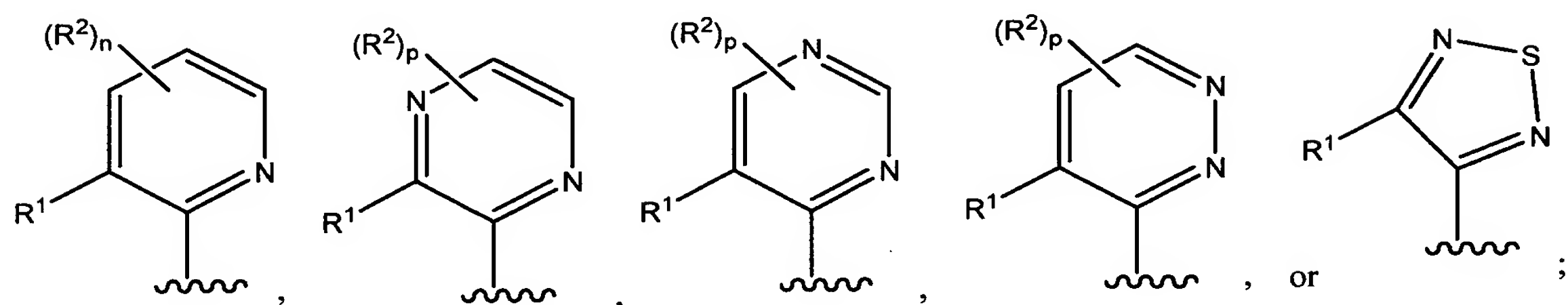
100. (currently amended) A compound of formula:



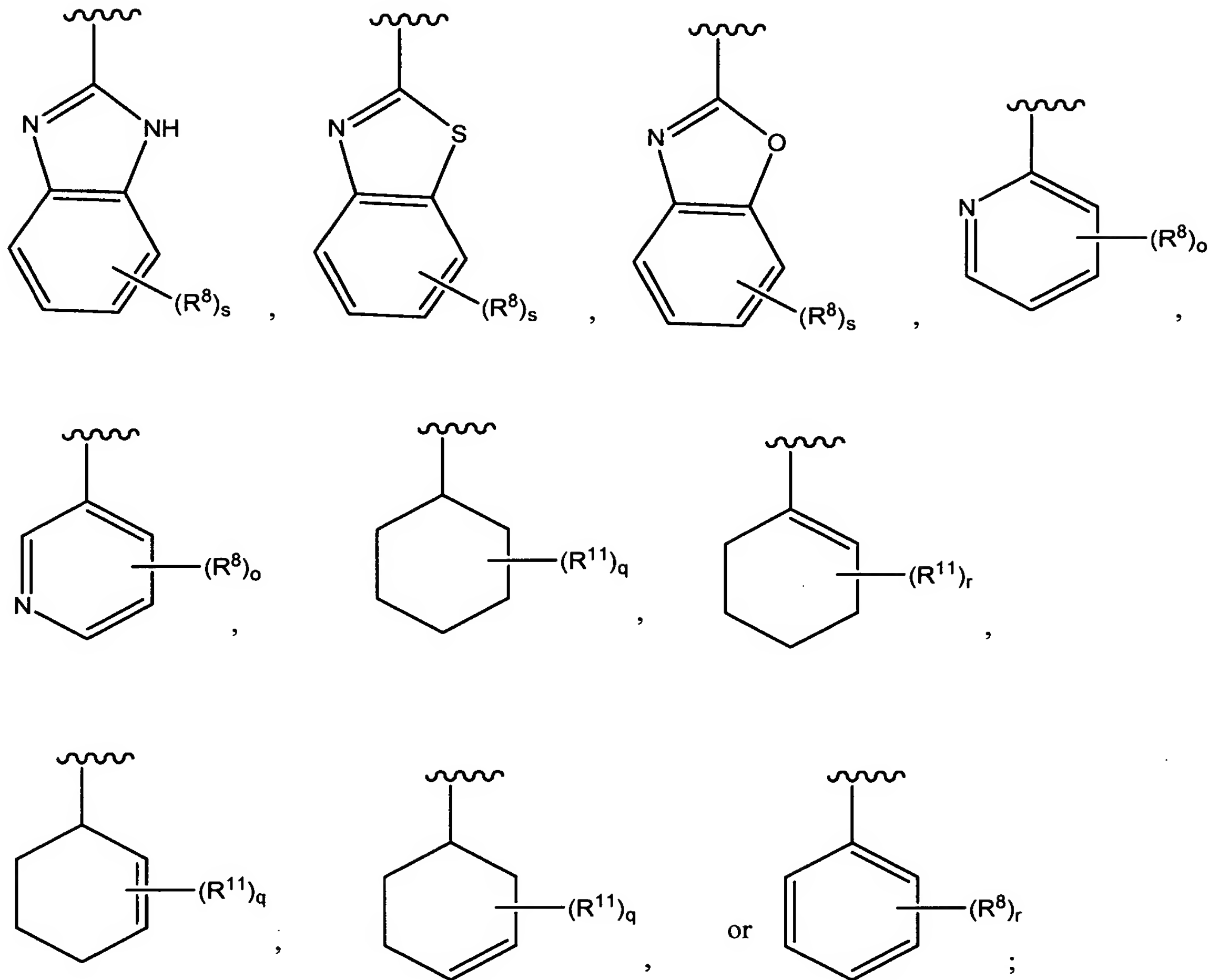
(VI)

or a pharmaceutically acceptable ~~salts~~ salt thereof, wherein:

Ar₁ is



Ar₂ is



R¹ is -H, -halo, -CH₃, -NO₂, -CN, -OH, -OCH₃, -NH₂, C(halo)₃, -CH(halo)₂, or -CH₂(halo);

each R² is independently:

- (a) -halo, -CN, -OH, -NO₂, or -NH₂;
- (b) -(C₁-C₁₀)alkyl, -(C₂-C₁₀)alkenyl, -(C₂-C₁₀)alkynyl, -(C₃-C₁₀)cycloalkyl, -(C₈-C₁₄)bicycloalkyl, -(C₈-C₁₄)tricycloalkyl, -(C₅-C₁₀)cycloalkenyl, -(C₈-C₁₄)bicycloalkenyl, -(C₈-C₁₄)tricycloalkenyl, -(3- to 7-membered)heterocycle, or -(7- to 10-membered)bicycloheterocycle, each of which is unsubstituted or substituted with one or more R⁵ groups; or
- (c) -phenyl, -naphthyl, -(C₁₄)aryl or -(5- to 10-membered)heteroaryl, each of which is ~~unsubstituted~~ unsubstituted or substituted with one or more R₆ groups;

each R³ is independently:

(a) -halo, -CN, -OH, -NO₂, or -NH₂;

(b) -(C₁-C₁₀)alkyl, -(C₂-C₁₀)alkenyl, -(C₂-C₁₀)alkynyl, -(C₃-C₁₀)cycloalkyl, -(C₈-C₁₄)bicycloalkyl, -(C₈-C₁₄)tricycloalkyl, -(C₅-C₁₀)cycloalkenyl, -(C₈-C₁₄)bicycloalkenyl, -(C₈-C₁₄)tricycloalkenyl, -(3- to 7-membered)heterocycle, or -(7- to 10-membered)bicycloheterocycle, each of which is unsubstituted or substituted with one or more R⁵ groups; or

(c) -phenyl, -naphthyl, -(C₁₄)aryl or -(5- to 10-membered)heteroaryl, each of which is unsubstituted or substituted with one or more R⁶ groups;

each R⁴ is independently -(C₁-C₆)alkyl, -(C₂-C₆)alkenyl, -(C₂-C₆)alkynyl, -(C₃-C₈)cycloalkyl, -(C₅-C₈)cycloalkenyl, -phenyl, -(3- to 5-membered)heterocycle, -C(halo)₃, -CH(halo)₂, or CH₂(halo);

each R⁵ is independently -CN, -OH, -(C₁-C₆)alkyl, -(C₂-C₆)alkenyl, ~~-(C₂-C₆)alkynyl~~, -halo, -N₃, -NO₂, -N(R⁸)₂, -CH=NR⁸, -NR⁸OH, -OR⁸, -COR⁸, -C(O)OR⁸, -OC(O)R⁸, -OC(O)OR⁸, -SR⁸, -S(O)R⁸, or -S(O)₂R⁸;

each R⁶ is independently -(C₁-C₆)alkyl, -(C₂-C₆)alkenyl, -(C₂-C₆)alkynyl, -(C₃-C₈)cycloalkyl, -(C₅-C₈)cycloalkenyl, -phenyl, -(3- to 5-membered)heterocycle, -C(halo)₃, -CH(halo)₂, -CH₂(halo), -CN, -OH, -halo, -N₃, -NO₂, -CH=NR₇, -NR₇OH, -OR₇, -COR₇, -C(O)OR₇, -OC(O)R₇, -OC(O)OR₇, -SR₇, -S(O)R₇, or -S(O)₂R₇;

each R⁷ is independently -H, -(C₁-C₆)alkyl, -(C₂-C₆)alkenyl, -(C₂-C₆)alkynyl, -(C₃-C₈)cycloalkyl, -(C₅-C₈)cycloalkenyl, -phenyl, -(3- to 5-membered)heterocycle, -C(halo)₃, -CH(halo)₂, or CH₂(halo);

each R⁸ is independently -(C₁-C₆)alkyl, -(C₂-C₆)alkenyl, -(C₂-C₆)alkynyl, -(C₃-C₈)cycloalkyl, -(C₅-C₈)cycloalkenyl, -phenyl, -C(halo)₃, -CH(halo)₂, -CH₂(halo), -CN, -OH, -halo, -N₃, -NO₂, -CH=NR₇, -NR₇OH, -OR₇, -COR₇, -C(O)OR₇, -OC(O)R₇, -OC(O)OR₇, -SR₇, -S(O)R₇, or -S(O)₂R₇;

each R¹¹ is independently -CN, -OH, -(C₁-C₆)alkyl, -(C₂-C₆)alkenyl, -halo, -N₃, -NO₂, -N(R₇)₂, -CH=NR₇, -NR₇OH, -OR₇, -COR₇, -C(O)OR₇, -OC(O)R₇, -OC(O)OR₇, -SR₇, -S(O)R₇, or -S(O)₂R₇;

each halo is independently -F, -Cl, -Br, or -I;

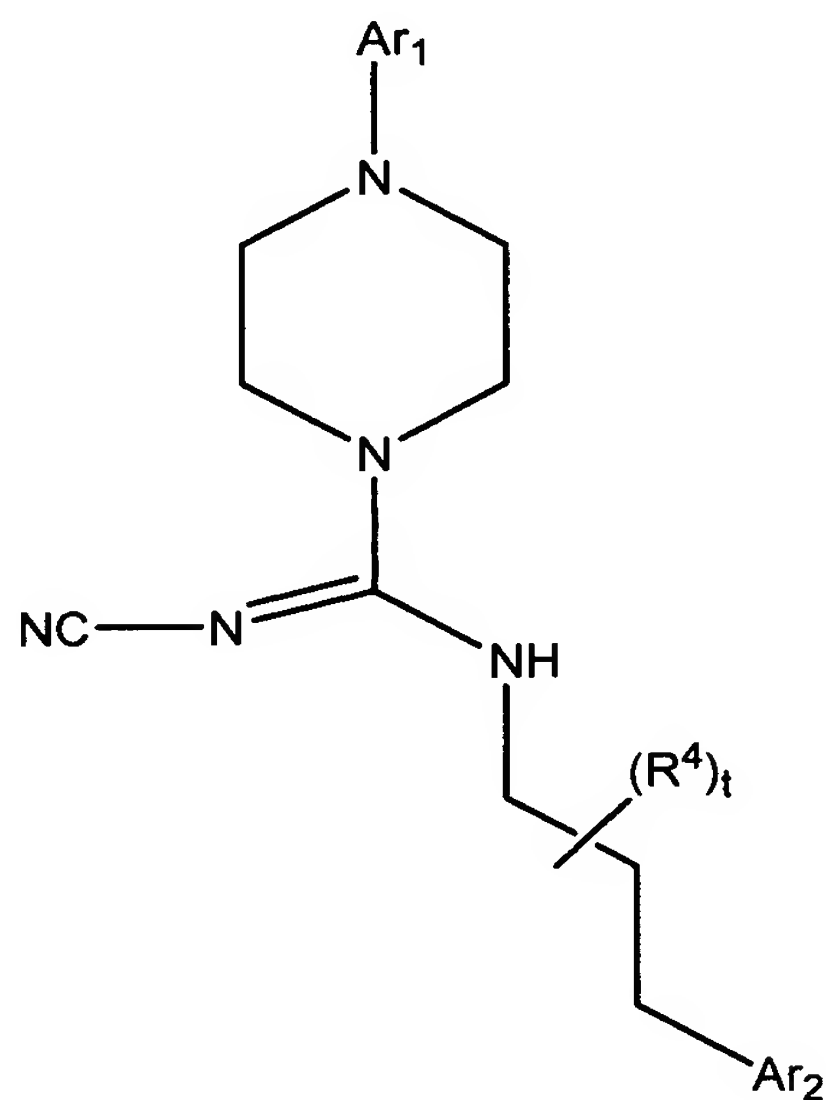
m is 0 or 1;

n is an integer ranging from 0 to 3;

o is an integer ranging from 0 to 4;

p is an integer ranging from 0 to 2;
 q is an integer ranging from 0 to 6;
 r is an integer ranging from 0 to 5;
 s is an integer ranging from 0 to 4; and
 t is an integer ranging from 0 to 2.

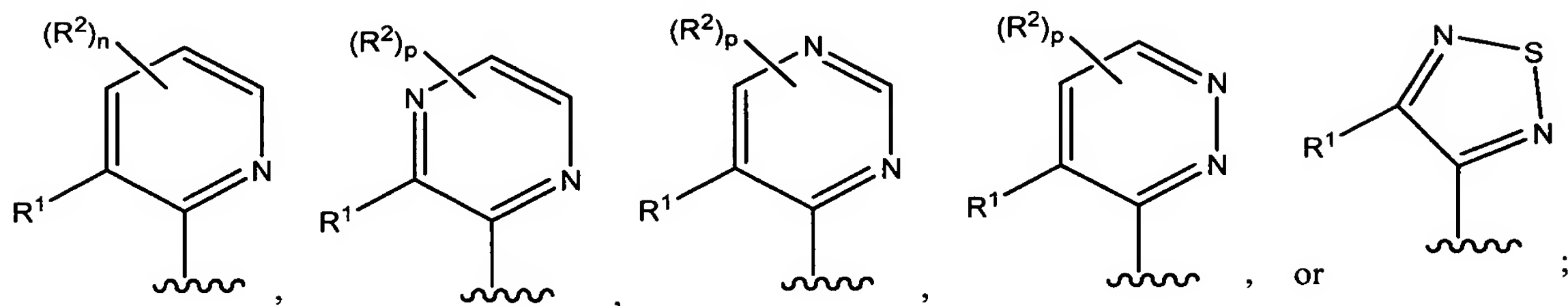
101. (currently amended) A compound of formula:



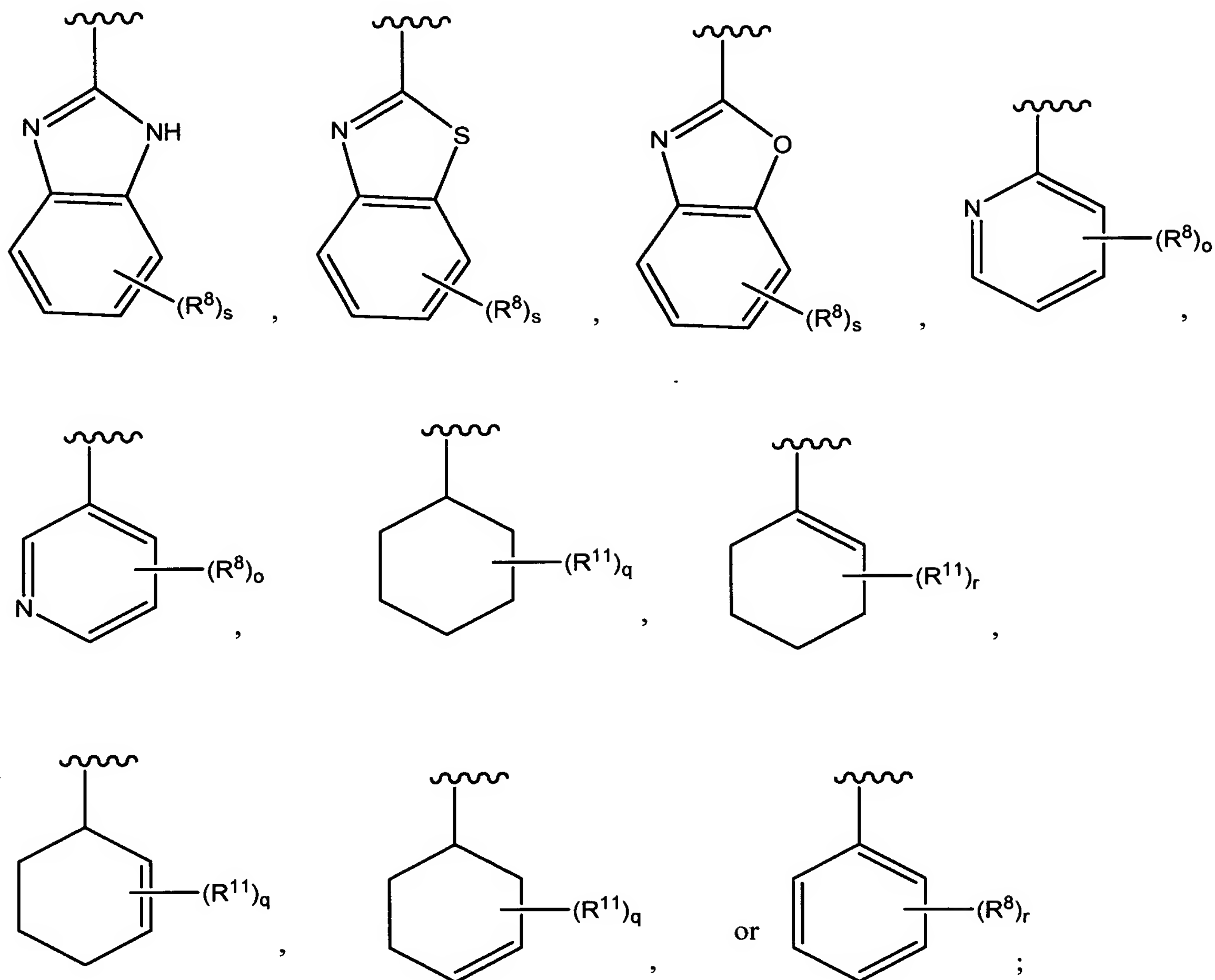
(VII)

or a pharmaceutically acceptable salts ~~salt~~ thereof, wherein:

Ar₁ is



Ar₂ is



R¹ is -H, -halo, -CH₃, -NO₂, -CN, -OH, -OCH₃, -NH₂, C(halo)₃, -CH(halo)₂, or -CH₂(halo);

each R² is independently:

- (a) -halo, -CN, -OH, -NO₂, or -NH₂;
- (b) -(C₁-C₁₀)alkyl, -(C₂-C₁₀)alkenyl, -(C₂-C₁₀)alkynyl, -(C₃-C₁₀)cycloalkyl, -(C₈-C₁₄)bicycloalkyl, -(C₈-C₁₄)tricycloalkyl, -(C₅-C₁₀)cycloalkenyl, -(C₈-C₁₄)bicycloalkenyl, -(C₈-C₁₄)tricycloalkenyl, -(3- to 7-membered)heterocycle, or -(7- to 10-membered)bicycloheterocycle, each of which is unsubstituted or substituted with one or more R⁵ groups; or

(c) -phenyl, -naphthyl, -(C₁₄)aryl or -(5- to 10-membered)heteroaryl, each of which is ~~unsubstitute~~ unsubstituted or substituted with one or more R₆ groups;

each R³ is independently:

(a) -halo, -CN, -OH, -NO₂, or -NH₂;

(b) -(C₁-C₁₀)alkyl, -(C₂-C₁₀)alkenyl, -(C₂-C₁₀)alkynyl, -(C₃-C₁₀)cycloalkyl, -(C₈-C₁₄)bicycloalkyl, -(C₈-C₁₄)tricycloalkyl, -(C₅-C₁₀)cycloalkenyl, -(C₈-C₁₄)bicycloalkenyl, -(C₈-C₁₄)tricycloalkenyl, -(3- to 7-membered)heterocycle, or -(7- to 10-membered)bicycloheterocycle, each of which is unsubstituted or substituted with one or more R⁵ groups; or

(c) -phenyl, -naphthyl, -(C₁₄)aryl or -(5- to 10-membered)heteroaryl, each of which is unsubstituted or substituted with one or more R⁶ groups;

each R⁴ is independently -(C₁-C₆)alkyl, -(C₂-C₆)alkenyl, -(C₂-C₆)alkynyl, -(C₃-C₈)cycloalkyl, -(C₅-C₈)cycloalkenyl, -phenyl, -(3- to 5-membered)heterocycle, -C(halo)₃, -CH(halo)₂, or CH₂(halo);

each R⁵ is independently -CN, -OH, -(C₁-C₆)alkyl, -(C₂-C₆)alkenyl, ~~-(C₂-C₆)alkynyl~~, -halo, -N₃, -NO₂, -N(R⁸)₂, -CH=NR⁸, -NR⁸OH, -OR⁸, -COR⁸, -C(O)OR⁸, -OC(O)R⁸, -OC(O)OR⁸, -SR⁸, -S(O)R⁸, or -S(O)₂R⁸;

each R⁶ is independently -(C₁-C₆)alkyl, -(C₂-C₆)alkenyl, -(C₂-C₆)alkynyl, -(C₃-C₈)cycloalkyl, -(C₅-C₈)cycloalkenyl, -phenyl, -(3- to 5-membered)heterocycle, -C(halo)₃, -CH(halo)₂, -CH₂(halo), -CN, -OH, -halo, -N₃, -NO₂, -CH=NR₇, -NR₇OH, -OR₇, -COR₇, -C(O)OR₇, -OC(O)R₇, -OC(O)OR₇, -SR₇, -S(O)R₇, or -S(O)₂R₇;

each R⁷ is independently -H, -(C₁-C₆)alkyl, -(C₂-C₆)alkenyl, -(C₂-C₆)alkynyl, -(C₃-C₈)cycloalkyl, -(C₅-C₈)cycloalkenyl, -phenyl, -(3- to 5-membered)heterocycle, -C(halo)₃, -CH(halo)₂, or CH₂(halo);

each R⁸ is independently -(C₁-C₆)alkyl, -(C₂-C₆)alkenyl, -(C₂-C₆)alkynyl, -(C₃-C₈)cycloalkyl, -(C₅-C₈)cycloalkenyl, -phenyl, -C(halo)₃, -CH(halo)₂, -CH₂(halo), -CN, -OH, -halo, -N₃, -NO₂, -CH=NR₇, -NR₇OH, -OR₇, -COR₇, -C(O)OR₇, -OC(O)R₇, -OC(O)OR₇, -SR₇, -S(O)R₇, or -S(O)₂R₇;

each R¹¹ is independently -CN, -OH, -(C₁-C₆)alkyl, -(C₂-C₆)alkenyl, -halo, -N₃, -NO₂, -N(R₇)₂, -CH=NR₇, -NR₇OH, -OR₇, -COR₇, -C(O)OR₇, -OC(O)R₇, -OC(O)OR₇, -SR₇, -S(O)R₇, or -S(O)₂R₇;

each halo is independently -F, -Cl, -Br, or -I;

m is 0 or 1;
n is an integer ranging from 0 to 3;
o is an integer ranging from 0 to 4;
p is an integer ranging from 0 to 2;
q is an integer ranging from 0 to 6;
r is an integer ranging from 0 to 5;
s is an integer ranging from 0 to 4; and
t is an integer ranging from 0 to 2.

102. (original) A composition comprising an effective amount of the compound or a pharmaceutically acceptable salt of the compound of claim 1 and a pharmaceutically acceptable carrier or excipient.

103. (original) A composition comprising an effective amount of the compound or a pharmaceutically acceptable salt of the compound of claim 19 and a pharmaceutically acceptable carrier or excipient.

104. (original) A composition comprising an effective amount of the compound or a pharmaceutically acceptable salt of the compound of claim 21 and a pharmaceutically acceptable carrier or excipient.

105. (original) A composition comprising an effective amount of the compound or a pharmaceutically acceptable salt of the compound of claim 22 and a pharmaceutically acceptable carrier or excipient.

106. (original) A composition comprising an effective amount of the compound or a pharmaceutically acceptable salt of the compound of claim 23 and a pharmaceutically acceptable carrier or excipient.

107. (original) A composition comprising an effective amount of the compound or a pharmaceutically acceptable salt of the compound of claim 41 and a pharmaceutically acceptable carrier or excipient.

108. (original) A composition comprising an effective amount of the compound or a pharmaceutically acceptable salt of the compound of claim 42 and a pharmaceutically acceptable carrier or excipient.

109. (original) A composition comprising an effective amount of the compound or a pharmaceutically acceptable salt of the compound of claim 60 and a pharmaceutically acceptable carrier or excipient.

110. (original) A composition comprising an effective amount of the compound or a pharmaceutically acceptable salt of the compound of claim 62 and a pharmaceutically acceptable carrier or excipient.

111. (original) A composition comprising an effective amount of the compound or a pharmaceutically acceptable salt of the compound of claim 63 and a pharmaceutically acceptable carrier or excipient.

112. (original) A composition comprising an effective amount of the compound or a pharmaceutically acceptable salt of the compound of claim 64 and a pharmaceutically acceptable carrier or excipient.

113. (original) A composition comprising an effective amount of the compound or a pharmaceutically acceptable salt of the compound of claim 82 and a pharmaceutically acceptable carrier or excipient.

114. (original) A composition comprising an effective amount of the compound or a pharmaceutically acceptable salt of the compound of claim 83 and a pharmaceutically acceptable carrier or excipient.

115. (original) A composition comprising an effective amount of the compound or a pharmaceutically acceptable salt of the compound of claim 100 and a pharmaceutically acceptable carrier or excipient.

116. (original) A composition comprising an effective amount of the compound or a pharmaceutically acceptable salt of the compound of claim 101 and a pharmaceutically acceptable carrier or excipient.

117. (original) A method for treating pain in an animal, comprising administering to an animal in need thereof an effective amount of the compound or a pharmaceutically acceptable salt of the compound of claim 1.

118. (original) A method for treating pain in an animal, comprising administering to an animal in need thereof an effective amount of the compound or a pharmaceutically acceptable salt of the compound of claim 19.

119. (original) A method for treating pain in an animal, comprising administering to an animal in need thereof an effective amount of the compound or a pharmaceutically acceptable salt of the compound of claim 21.

120. (original) A method for treating pain in an animal, comprising administering to an animal in need thereof an effective amount of the compound or a pharmaceutically acceptable salt of the compound of claim 22.

121. (original) A method for treating pain in an animal, comprising administering to an animal in need thereof an effective amount of the compound or a pharmaceutically acceptable salt of the compound of claim 23.

122. (original) A method for treating pain in an animal, comprising administering to an animal in need thereof an effective amount of the compound or a pharmaceutically acceptable salt of the compound of claim 41.

123. (original) A method for treating pain in an animal, comprising administering to an animal in need thereof an effective amount of the compound or a pharmaceutically acceptable salt of the compound of claim 42.

124. (original) A method for treating pain in an animal, comprising administering to an animal in need thereof an effective amount of the compound or a pharmaceutically acceptable salt of the compound of claim 60.

125. (original) A method for treating pain in an animal, comprising administering to an animal in need thereof an effective amount of the compound or a pharmaceutically acceptable salt of the compound of claim 62.

126. (original) A method for treating pain in an animal, comprising administering to an animal in need thereof an effective amount of the compound or a pharmaceutically acceptable salt of the compound of claim 63.

127. (original) A method for treating pain in an animal, comprising administering to an animal in need thereof an effective amount of the compound or a pharmaceutically acceptable salt of the compound of claim 64.

128. (original) A method for treating pain in an animal, comprising administering to an animal in need thereof an effective amount of the compound or a pharmaceutically acceptable salt of the compound of claim 82.

129. (original) A method for treating pain in an animal, comprising administering to an animal in need thereof an effective amount of the compound or a pharmaceutically acceptable salt of the compound of claim 83.

130. (original) A method for treating pain in an animal, comprising administering to an animal in need thereof an effective amount of the compound or a pharmaceutically acceptable salt of the compound of claim 100.

131. (original) A method for treating pain in an animal, comprising administering to an animal in need thereof an effective amount of the compound or a pharmaceutically acceptable salt of the compound of claim 101.

132.-191. (canceled)

192. (original) A method for inhibiting VR1 function in a cell, comprising contacting a cell capable of expressing VR1 with an effective amount of the compound or a pharmaceutically acceptable salt of the compound of claim 1.

193. (original) A method for inhibiting VR1 function in a cell, comprising contacting a cell capable of expressing VR1 with an effective amount of the compound or a pharmaceutically acceptable salt of the compound of claim 19.

194. (original) A method for inhibiting VR1 function in a cell, comprising contacting a cell capable of expressing VR1 with an effective amount of the compound or a pharmaceutically acceptable salt of the compound of claim 21.

195. (original) A method for inhibiting VR1 function in a cell, comprising contacting a cell capable of expressing VR1 with an effective amount of the compound or a pharmaceutically acceptable salt of the compound of claim 22.

196. (original) A method for inhibiting VR1 function in a cell, comprising contacting a cell capable of expressing VR1 with an effective amount of the compound or a pharmaceutically acceptable salt of the compound of claim 23.

197. (original) A method for inhibiting VR1 function in a cell, comprising contacting a cell capable of expressing VR1 with an effective amount of the compound or a pharmaceutically acceptable salt of the compound of claim 41.

198. (original) A method for inhibiting VR1 function in a cell, comprising contacting a cell capable of expressing VR1 with an effective amount of the compound or a pharmaceutically acceptable salt of the compound of claim 42.

199. (original) A method for inhibiting VR1 function in a cell, comprising contacting a cell capable of expressing VR1 with an effective amount of the compound or a pharmaceutically acceptable salt of the compound of claim 60.

200. (original) A method for inhibiting VR1 function in a cell, comprising contacting a cell capable of expressing VR1 with an effective amount of the compound or a pharmaceutically acceptable salt of the compound of claim 62.

201. (original) A method for inhibiting VR1 function in a cell, comprising contacting a cell capable of expressing VR1 with an effective amount of the compound or a pharmaceutically acceptable salt of the compound of claim 63.

202. (original) A method for inhibiting VR1 function in a cell, comprising contacting a cell capable of expressing VR1 with an effective amount of the compound or a pharmaceutically acceptable salt of the compound of claim 64.

203. (original) A method for inhibiting VR1 function in a cell, comprising contacting a cell capable of expressing VR1 with an effective amount of the compound or a pharmaceutically acceptable salt of the compound of claim 82.

204. (original) A method for inhibiting VR1 function in a cell, comprising contacting a cell capable of expressing VR1 with an effective amount of the compound or a pharmaceutically acceptable salt of the compound of claim 83.

205. (original) A method for inhibiting VR1 function in a cell, comprising contacting a cell capable of expressing VR1 with an effective amount of the compound or a pharmaceutically acceptable salt of the compound of claim 100.

206. (original) A method for inhibiting VR1 function in a cell, comprising contacting a cell capable of expressing VR1 with an effective amount of the compound or a pharmaceutically acceptable salt of the compound of claim 101.

207. (original) A kit comprising a container containing an effective amount of a compound or a pharmaceutically acceptable salt of the compound of claim 1.

208. (original) A kit comprising a container containing an effective amount of a compound or a pharmaceutically acceptable salt of the compound of claim 19.

209. (original) A kit comprising a container containing an effective amount of a compound or a pharmaceutically acceptable salt of the compound of claim 21.

210. (original) A kit comprising a container containing an effective amount of a compound or a pharmaceutically acceptable salt of the compound of claim 22.

211. (original) A kit comprising a container containing an effective amount of a compound or a pharmaceutically acceptable salt of the compound of claim 23.

212. (original) A kit comprising a container containing an effective amount of a compound or a pharmaceutically acceptable salt of the compound of claim 41.

213. (original) A kit comprising a container containing an effective amount of a compound or a pharmaceutically acceptable salt of the compound of claim 42.

214. (original) A kit comprising a container containing an effective amount of a compound or a pharmaceutically acceptable salt of the compound of claim 60.

215. (original) A kit comprising a container containing an effective amount of a compound or a pharmaceutically acceptable salt of the compound of claim 62.

216. (original) A kit comprising a container containing an effective amount of a compound or a pharmaceutically acceptable salt of the compound of claim 63.

217. (original) A kit comprising a container containing an effective amount of a compound or a pharmaceutically acceptable salt of the compound of claim 64.

218. (original) A kit comprising a container containing an effective amount of a compound or a pharmaceutically acceptable salt of the compound of claim 82.

219. (original) A kit comprising a container containing an effective amount of a compound or a pharmaceutically acceptable salt of the compound of claim 83.

220. (original) A kit comprising a container containing an effective amount of a compound or a pharmaceutically acceptable salt of the compound of claim 100.

221. (original) A kit comprising a container containing an effective amount of a compound or a pharmaceutically acceptable salt of the compound of claim 101.

222. (original) A method for preparing a composition, the method comprising admixing a compound or a pharmaceutically acceptable salt of the compound of claim 1 and a pharmaceutically acceptable carrier or excipient.

223. (original) A method for preparing a composition, the method comprising admixing a compound or a pharmaceutically acceptable salt of the compound of claim 19 and a pharmaceutically acceptable carrier or excipient.

224. (original) A method for preparing a composition, the method comprising admixing a compound or a pharmaceutically acceptable salt of the compound of claim 21 and a pharmaceutically acceptable carrier or excipient.

225. (original) A method for preparing a composition, the method comprising admixing a compound or a pharmaceutically acceptable salt of the compound of claim 22 and a pharmaceutically acceptable carrier or excipient.

226. (original) A method for preparing a composition, the method comprising admixing a compound or a pharmaceutically acceptable salt of the compound of claim 23 and a pharmaceutically acceptable carrier or excipient.

227. (original) A method for preparing a composition, the method comprising admixing a compound or a pharmaceutically acceptable salt of the compound of claim 41 and a pharmaceutically acceptable carrier or excipient.

228. (original) A method for preparing a composition, the method comprising admixing a compound or a pharmaceutically acceptable salt of the compound of claim 42 and a pharmaceutically acceptable carrier or excipient.

229. (original) A method for preparing a composition, the method comprising admixing a compound or a pharmaceutically acceptable salt of the compound of claim 60 and a pharmaceutically acceptable carrier or excipient.

230. (original) A method for preparing a composition, the method comprising admixing a compound or a pharmaceutically acceptable salt of the compound of claim 62 and a pharmaceutically acceptable carrier or excipient.

231. (original) A method for preparing a composition, the method comprising admixing a compound or a pharmaceutically acceptable salt of the compound of claim 63 and a pharmaceutically acceptable carrier or excipient.

232. (original) A method for preparing a composition, the method comprising admixing a compound or a pharmaceutically acceptable salt of the compound of claim 64 and a pharmaceutically acceptable carrier or excipient.

233. (original) A method for preparing a composition, the method comprising admixing a compound or a pharmaceutically acceptable salt of the compound of claim 82 and a pharmaceutically acceptable carrier or excipient.

234. (original) A method for preparing a composition, the method comprising admixing a compound or a pharmaceutically acceptable salt of the compound of claim 83 and a pharmaceutically acceptable carrier or excipient.

235. (original) A method for preparing a composition, the method comprising admixing a compound or a pharmaceutically acceptable salt of the compound of claim 100 and a pharmaceutically acceptable carrier or excipient.

236. (original) A method for preparing a composition, the method comprising admixing a compound or a pharmaceutically acceptable salt of the compound of claim 101 and a pharmaceutically acceptable carrier or excipient.

237. (new) The compound of claim 83, wherein A is -NH-.

238. (new) The compound of claim 21, wherein:
n is 0; and
m is 0.
239. (new) The compound of claim 238, wherein p is 0.
240. (new) The compound of claim 239, wherein R⁹ is a -(C₁-C₆)alkyl.
241. (new) The compound of claim 240, wherein the -(C₁-C₆)alkyl is a *tert*-butyl group.
242. (new) The compound of claim 240, wherein the -(C₁-C₆)alkyl is an *iso*-propyl group.
243. (new) The compound of claim 239, wherein R⁹ is a -C(halo)₃ group.
244. (new) The compound of claim 243, wherein the -C(halo)₃ group is a CF₃ group.
245. (new) The compound of claim 239, wherein R⁹ is an -OC(halo)₃ group.
246. (new) The compound of claim 245, wherein the -OC(halo)₃ group is an OCF₃ group.
247. (new) The compound of claim 239, wherein R¹ is chloro or methyl.
248. (new) The compound of claim 247, wherein R⁹ is a -(C₁-C₆)alkyl.
249. (new) The compound of claim 248, wherein the -(C₁-C₆)alkyl is a *tert*-butyl group.
250. (new) The compound of claim 248, wherein the -(C₁-C₆)alkyl is an *iso*-propyl group.

251. (new) The compound of claim 247, wherein R⁹ is a -C(halo)₃ group.
252. (new) The compound of claim 251, wherein the -C(halo)₃ group is a CF₃ group.
253. (new) The compound of claim 247, wherein R⁹ is an OC(halo)₃ group.
254. (new) The compound of claim 253, wherein the -OC(halo)₃ group is an OCF₃ group.
255. (new) The compound of claim 21, wherein:
n is 0; and
m is 1.
256. (new) The compound of claim 255, wherein R³ is a -(C₁-C₁₀)alkyl and p is 0.
257. (new) The compound of claim 256, wherein the -(C₁-C₁₀)alkyl is a methyl group.
258. (new) The compound of claim 256, wherein R⁹ is a -(C₁-C₆)alkyl.
259. (new) The compound of claim 258, wherein the -(C₁-C₆)alkyl is a *tert*-butyl group.
260. (new) The compound of claim 258, wherein the -(C₁-C₆)alkyl is an *iso*-propyl group.
261. (new) The compound of claim 256, wherein R⁹ is a -C(halo)₃ group.
262. (new) The compound of claim 261, wherein the -C(halo)₃ group is a CF₃ group.
263. (new) The compound of claim 256, wherein R⁹ is an -OC(halo)₃ group.

264. (new) The compound of claim 263, wherein the -OC(halo)₃ group is an OCF₃ group.
265. (new) The compound of claim 256, wherein R¹ is chloro or methyl.
266. (new) The compound of claim 265, wherein R⁹ is a -(C₁-C₆)alkyl.
267. (new) The compound of claim 266, wherein the -(C₁-C₆)alkyl is a *tert*-butyl group.
268. (new) The compound of claim 266, wherein the -(C₁-C₆)alkyl is an *iso*-propyl group.
269. (new) The compound of claim 265, wherein R⁹ is a -C(halo)₃ group.
270. (new) The compound of claim 269, wherein the -C(halo)₃ group is a CF₃ group.
271. (new) The compound of claim 265, wherein R⁹ is an OC(halo)₃ group.
272. (new) The compound of claim 271, wherein the -OC(halo)₃ group is an OCF₃ group.
273. (new) The compound of claim 262, wherein R¹ is chloro and R³ is a methyl group.